



CITY PULSE MULTIPLEX LIMITED

Our Company was incorporated as “City Pulse Multiplex Private Limited” at Ahmedabad, Gujarat as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 22, 2000 bearing Registration no. 04-37606 of 1999-2000 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated May 19, 2018, the name of our Company was changed to “City Pulse Multiplex Limited.” and fresh certificate of incorporation dated May 28, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U92199GJ2000PLC037606. For details of change in name and address of our Registered Office, see “History and Certain Corporate Matters” on page 105 of this Prospectus.

Registered Office: 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India.

CIN: U92199GJ2000PLC037606, **Tel.:** 079 40070706 / 708 ;

Company Secretary and Compliance Officer: Ms Divya Jitendrakumar Agrawal

Website: www.wowcinepulse.com, **E-Mail:** : cs@wowcinepulse.com

PROMOTERS OF THE COMPANY : MR. ARPIT KUMAR MEHTA AND MRS. RAJAL ARPIT KUMAR MEHTA

THE ISSUE

INITIAL PUBLIC ISSUE OF 13,28,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH OF CITY PULSE MULTIPLEX LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 20 PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ 398.40 LAKHS (“THE ISSUE”), OF WHICH 72,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 20 PER EQUITY SHARE AGGREGATING TO ₹ 21.60 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 12,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT A PRICE OF ₹ 30 PER EQUITY SHARE AGGREGATING TO ₹ 376.80 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 40.02 % AND 37.85 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 184 OF THIS PROSPECTUS.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the potential investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI (Unified Payment Interface) as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “Issue Procedure” beginning on page 194 of the Prospectus. A copy of Prospectus has been delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS 3.00 TIMES OF THE FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”), AS AMENDED. IN TERMS OF RULE 19(2) (B)(I) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE “SCRR”), THIS ISSUE IS BEING MADE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “ISSUE PROCEDURE” BEGINNING ON PAGE NO. 194 OF THIS PROSPECTUS.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10.00 per Equity Shares and the Issue price is 3.00 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager to Issue) as stated in the chapter titled on “Basis for Issue Price” beginning on page 65 of the Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 16 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 our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received an approval letter dated June 20, 2019 from BSE Limited for using its name in this offer document for listing of our shares on the BSE SME. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited (“BSE”).

LEAD MANAGER TO THE ISSUE

CAPITALSQUARE™
Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED
208, 2nd Floor, AARPEE Center, MIDC Road No 11,
CTS 70, Andheri (E), Mumbai 400093 Maharashtra, India
Tel: +91-22-66849999 **Fax:** +91-22-66849998
Website: www.capitalsquare.com
Email / Investor Grievance Id: mbd@capitalsquare.in
Contact Person: Mr. Tanmoy Banerjee/Mr. Saket Jain
SEBI Registration No: INM000012219

REGISTRAR TO THE ISSUE

LINK Intime

LINK INTIME INDIA PRIVATE LIMITED
Address : C-101, 1st Floor, 247 Park, Lal Bhadur, Shastri Marg,
Vikhroli (West), Mumbai 400 083
Tel No: 022 - 4918 6200; **Fax No:** +91 022 - 4918 6195
Website: www.linkintime.co.in
Email Id: cpml.ipo@linkintime.co.in
Contact Person: Ms. Shanti Gopalkrishnan
SEBI Registration No: INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON: JUNE 27, 2019

ISSUE CLOSES ON: JULY 03, 2019

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SECTION I - DEFINATION AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Tax Benefits”, “Industry Overview”, “Basis for Issue Price”, “Key Regulations and Policies in India”, “Financial Information”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure”, Will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act 1956 (as superseded and substituted by notified provisions of the Companies Act, 2013), the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

CONVENTIONAL OR GENERAL TERMS

Term	Description
“CPML”, “Our Company”, “the Company” or “the Issuer”	City Pulse Multiplex Limited, a public limited company incorporated in India under the Companies Act 1956 with its registered office located 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India.
“We”, “the”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company.
“UPI”	Unified Payments Interface

ISSUE RELATED TERMS

Term	Description
AoA / Articles of Association / Articles	The Articles of Association of our Company, as amended
Audit Committee	The Audit Committee of our Board
Auditors/Joint Auditors	The Statutory Auditors of our Company, being O R Maloo & co., Chartered Accountants.
Banker(s) to our Company	Axis Bank Ltd is Banker, as disclosed in the section titled “ General Information ” beginning on page 35 of this Prospectus.
Board/ Board of Directors	The Board of Directors of our Company, or a duly constituted committee thereof.
CIN	Corporate Identification Number.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mrs. Rajal Arpit Kumar Mehta.
Companies Act/Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
Corporate Office	The corporate office of our Company located at the same address as our Registered Office
CSR Committee	The Corporate Social Responsibility committee of our Board
Director(s)	Director(s) of City Pulse Multiplex Limited unless otherwise specified
Depositories Act	The Depositories Act, 1996, as amended from time to time
Equity Shares	The Equity Shares of our Company of face value of ₹ 10.00 each
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the BSE.
Our Group Entities	Companies which are covered under the applicable accounting standards and such



	other companies as considered material by our Board, as identified in “Our Group Entities” on page no 168 of this Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
KMP/ Key Management Personnel	Key Management Personnel of our Company in terms of Regulation 2(1)(b)(b) of the SEBI ICDR Regulations 2018 and Section 2(51) of the Companies Act, 2013 and as described in “Our Management - Key Management Personnel” on page of 110 this Prospectus.
Materiality Policy	The policy adopted by our Board in its meeting dated April 05, 2019 for determining (i) Our Group Entities; (ii) outstanding material litigation involving our Company, Directors, Promoters and Our Group Entities; and (iii) outstanding dues to creditors in respect of our Company, in terms of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents. For further details, see “Our Group Entities” and “Outstanding Litigation and Material Developments” on page no 168 and 157 of this Prospectus respectively
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended
NCDs	Non-Convertible Debentures
Nomination and Remuneration Committee	The Nomination and Remuneration committee of our Board
Peer Review Auditor	Peer Review Auditor of Our Company being M/s. O R Maloo & Co., Chartered Accountant.
Promoters	The Promoters of our Company, namely Mr. Arpit Kumar Mehta and Mrs. Rajal Arpit Mehta For details, see “Our Promoters and Promoter Group” beginning on page 124 of this Prospectus.
Promoter Group	Persons and entities constituting the Promoter group of our Company, pursuant to Regulation 2(pp) of the SEBI ICDR Regulations and as disclosed in “Our Promoters and Promoter Group” on page 124 of this Prospectus.
Registered Office	The registered office of our Company located at 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India.
Registrar of Companies / RoC	Registrar of Companies, Ahmedabad. For further details, see “General Information” on page 35 of this Prospectus.
Restated Financial Statements	The Restated Financial Statements of our Company which comprises the restated balance sheet, the restated profit and loss and the restated cash flow statement as at and for the years ended March 31, 2019; March 31, 2018 and March 31, 2017 together with the annexures and the notes thereto, which have been prepared in accordance with Section 133 of the Companies Act, 2013.
Shareholders	The Holders of the Equity Shares of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board
Specified Security	Specified Security means Equity Shares.

ISSUER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the transfer of the respective portion of the Issued Shares by Company pursuant to the Issue of the Equity Shares to the successful Bidders.
Allocation/ Allotment of Equity Shares	The transfer of the Equity Shares pursuant to the Issue to the successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been



Term	Description
	allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Applicant/ASBA Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. Pursuant to SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
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 Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID
ASBA Account	Account maintained by ASBA bidders/ Investors with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Bidder/ Investor.
ASBA Forms/Application Forms	An application form, whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Prospectus
ASBA Application Location (s)/ Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any Bidder in the Issue who intends to submit a Bid.
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which the Equity Shares will be Allotted as described in the section titled “ <i>Issue Procedure</i> ” - Basis of Allotment beginning on page 194 of this Prospectus.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., 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
Broker Centres	Broker centres notified by the Stock Exchanges, where the Bidders 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
Business Day	Monday to Friday (except public holidays)
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

Term	Description
	terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Bidders with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes .
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation and Bank Account details.
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Bidders, in relation to the Issue
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Syndicate-ASBA or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange https://www.bsme.com/
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue.
Draft Prospectus “ DP”	This Draft Prospectus dated April 19, 2019 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue including any addenda or corrigenda thereto.
Designated Market Maker	Vijeta Broking India Private Limited.
Designated Stock Exchange	SME Platform of BSE Limited.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
First Bidder/Applicant	Bidder/Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names



Term	Description
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.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 and bearing Reference No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and bearing Reference No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 notified by SEBI.
Issue Agreement	The agreement dated April 18, 2019 entered into among our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The price at which Issued Shares will be Allotted to successful Bidders in terms of Prospectus.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to section titled “ <i>Objects of the Issue</i> ” beginning on page 59 of this Prospectus.
Issue/ Public Issue/ Issue Size/ Initial Public Issue/ IPO	Public issue of 13,28,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹ 30.00 per Equity Share (including a share premium of ₹ 20.00 per Equity Share) aggregating to ₹ 398.40 Lakhs by our Company, in term of this Prospectus.
Issue Closing Date	The date July 03, 2019 on which Issue Closes for Subscription
Issue Opening Date	The date June 27, 2019 on which Issue Opens for Subscription
LM / Lead Manager	Lead Manager to the Issue, in this case being Capital Square Advisors Pvt. Ltd.
Market Maker	Member Brokers of BSE who are specifically registered as Market Maker with the BSE SME Platform. In our case, Vijeta Broking India Private Limited, Market Maker to the Issue
Market Making Agreement	The Market Making Agreement dated May 29, 2019 between our Company and Vijeta Broking India Private Limited.
Market Maker Reservation Portion	The reserved portion of up to 72,000 Equity Shares of ₹10.00 each at an Issue Price of ₹ 30.00 each to be subscribed by Market Maker.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Minimum Promoters’ Contribution	Aggregate of 6,64,000 of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters’ contribution and locked-in for a period of three years from the date of Allotment
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 12,56,000 equity shares of face value ₹10.00 each of City Pulse Multiplex Limited for cash at a price of 30.00 per Equity Share (the “Issue Price”), including a share premium of ₹ 20.00 per equity share aggregating up to ₹ 376.80 Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors or NIIs	All Bidders, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2 Lakhs (but not including NRIs other than Eligible NRIs)



Term	Description
Net QIB Portion	The QIB Category less the number of Equity Shares Allotted to Anchor Investors
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual Bidders other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013 and SEBI ICDR Regulations, 2018
Pricing Date	The date on which our Company, in consultation with the Lead Manager, shall finalize the Issue Price.
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.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Bidders on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The Public Issue Bank with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
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 / Registrar to this Issue /RTI	Registrar to the Issue being Link Intime India Private Limited.
Registrar Agreement	The agreement dated June 17, 2019 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB Portion and NIIs bidding in the Non-Institutional Portion are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Reserved Category / Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors /	Individual Bidders or minors applying through their natural guardians, (including



Term	Description
RIIs	HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakhs in this Issue.
SEBI ICDR Regulations or SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Syndicate-ASBA.
Specified Locations	The Bidding centres where the Syndicate accepted ASBA Forms from Bidders.
SME Exchange	The SME Platform of the BSE i.e. BSE SME.
SME Platform	The SME Platform of BSE i.e. BSE SME for listing equity shares Issued under Chapter IX of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange.
Underwriters	CapitalSquare Advisors Private Limited.
Underwriting Agreement	The agreement between our Company and the Underwriters, to be entered into on or after the Pricing Date.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day” means all days on which commercial banks in the city as specified in the offer document are open for business 1. However in respect of announcement of price band and bid/issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business; 2. In respect to the time period between the bid/ issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board.
WTD	Whole Time Director

INDUSTRY RELATED TERMS

Term	Description
ATP	Average Ticket Price being the total ticketing revenues generated over a period divided by the total number of tickets issued in that period
DIPP	Department of Industrial Policy and Promotion
DTH	Direct- to- Home
F & B	Food and Beverages
GEC	General Entertainment Channels
IPL	Indian Premier League
M&E	Indian Media and Entertainment
OTT	Over-The-Top
Patron	Any person attending a movie for a show
TRAI	Telecom Regulatory Authority of India

ABBREVIATIONS

Term	Description
AGM	Annual General Meeting
AIF	Alternative Investment Funds
AY	Assessment Year.
CAGR	Compounded Annual Growth Rate (as a %): (End Year/Base Year) ^ (1/No. of



	years between Base year and End year) – 1 [[^] denotes ‘raised to’].
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number.
Client ID	Client identification number of the Bidders beneficiary account
Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
ED	Executive Director
EPS	Earnings per share
ESI Act	Employees’ State Insurance Act, 1948
Euro	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods and Service Tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	The Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosures Standards
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
MCA	Ministry of Corporate Affairs, GoI
MoU	Memorandum of Understanding
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in Effect
NAV	Net Asset Value
NCDs	Non-Convertible Debentures
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
P/E Ratio	Price/Earnings Ratio
Payment of Bonus Act	Payment of Bonus Act, 1965



Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	Reserve Bank of India
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
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, 2018
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
USD/ US	Dollar United States Dollar, the official currency of the United States of America
USA/ U.S./ United States	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter(s)	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations



SECTION II - SUMMARY OF OFFER DOCUMENT

(A) Primary business of the Issuer and the industry in which it operates

Summary of Primary Business of the Company

City Pulse Multiplex Limited is promoted by Mr. Arpit Mehta and Mrs. Rajal Arpit Mehta and each of our promoters are well experienced in execution/implementation and engaged in the business of operating and managing of miniplex / multiplexes. We were set up to carry out the business of setting up, operating and managing a chain of miniplex / multiplexes under the brand name 'WOW Cine Pulse'.

Our business portfolio is comprised of Film Exhibition, Film Production and Film Distribution. We were set up to carry out the business of setting up, operating and managing miniplex / multiplexes. Our company operates a chain of cinemas spread across in the state of Gujarat under the brand name 'WOW Cine Pulse'. Presently, WOW Cine Pulse operates at 14 locations with 14 screens with a total of 3340 seats.

City Pulse has been a prolific distributor of Studio and Non Studio films in India since 2000. City Pulse has one of the highest box office shares of regional and local language films in the Gujarat state.

To establish film Laboratories with a view to processing, maintaining and developing the film prints including cinema to graphic, feature and documentary film prints, into different colour like estemen colour, geva colour, technical colour, fug colour, and using any type of colour technology for film prints and to carry on business of cinematography trade and industries, manufactures in all its branches and activities

To carry on business of entertainment in India and elsewhere, establish, operate, promote, develop, cinema theaters; mini cinema theaters, multiplexes, drama halls, dance halls, music halls, film studios, run variety entertainment programme, cultural shows, musical programmes, cine films, video films, tele-films, documentary films, advertisement films, TV serials, slides, organize, own recreation, sports, amusement parks; water parks, holiday camps, holiday resorts, health clubs, guest houses, restaurants, cafes, canteens, taverns, refreshment rooms, shopping arcades, film institutes.

Summary of Industry of the company

Indian media and entertainment (M&E) industry grew at a CAGR of 10.90 per cent from FY17-18; and is expected to grow at a CAGR of 13.10 per cent to touch ₹ 2,660.20 billion (US\$ 39.68 billion) by FY23 from ₹ 1,436.00 billion (US\$ 22.28 billion) in FY18. India's media consumption has grown at a CAGR of 9 per cent between 2012-18, almost nine times that of US and two times that of China. The industry provides employment to 3.5-4 million people, including both direct and indirect employment in CY 2017.

Indian Film Industry

The Indian film industry is one of the largest film industry in the world in terms of the number of films produced and admissions each year.

The film industry comprises three segments:

- Film production: which involves the making of movies
- Film distribution: which involves the distribution of movies to cinemas, television, video stores etc.
- Film exhibition: which involves the exhibition of movies.

TRENDS IN INDIAN FILM INDUSTRY



- The Indian film industry is largest producer of films globally with 400 production and corporate houses involved in film production.
- The revenues earned by the Indian film industry in 2018 would reach Rs 165.7 billion (US\$ 2.56 billion) and are expected to further grow at a CAGR 4.98 per cent during 2018-2020. Increasing share of Hollywood content in the Indian box office and 3D cinema is driving the growth of digital screens in the country

(B) Names of the promoters

Promoters of the company are –

- 1 Mr. Arpit Mehta
2. Mrs. Rajal Arpit Mehta

(C) Size of the issue

Issue Size	13,28,000 Equity Share of ₹ 30.00 each
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1. The issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at its meeting held on April 05, 2019.
2. Our shareholders have authorized the Issue by a special resolution adopted under Section 62(1)(c) of the Companies Act 2013, passed at the extraordinary general meeting of our Company held on April 10, 2019.

(D) Objects of the issue

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

1	Gross Proceeds	398.40
2	(Less) Issue related expenses to be borne by the Company	52.40
3	Net Proceeds	346.00

(E) Aggregate pre-issue shareholding of the promoter and promoter group, as a percentage of the paid-up share capital of the issuer;

Category	Pre-Issue	
	No of Shares held	% of Share holding
Promoter (A)	12,04,163	60.50%
Promoter Group (B)	1,05,765	5.32%
Total (A) + (B)	13,09,928	65.82%

(F) Following details as per the Restated Financial Statements for past 3 years and stub period in tabular format:

(₹ in Lakhs)

	Particular	March 31,		
		2019	2018	2017
a	Share capital	104.74	25.00	25.00
b	Net Worth	237.84	-53.83	-80.1
c	Revenue (Total Income)	308.96	73.92	24.06
d	Profit after tax	59.10	26.28	9.96
e	Earnings per share			



	Basic EPS	16.66	10.51	3.98
	Diluted EPS	4.56	2.20	0.84
f	Net Asset Value per equity share	22.71	-21.53	-32.04
g	Total borrowings	261.99	351.15	311.57

(G) Qualifications of the Auditors

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

(H) Summary table of outstanding litigations and a cross-reference to the section titled ‘Outstanding Litigations and Material Developments’.

Sr. No.	Nature of proceedings	Number of outstanding cases	Amount involved (₹ in Lakhs)
Cases filed against our Company			
Civil Liabilities			
1.	Civil Liabilities	1	89.59
Tax Liabilities			
2.	Income Tax Demands	2	8.41
3.	Income Tax proceeding	2	Uncertain
4.	TDS	2	1.31
Cases filed against our Promoters			
Criminal Liabilities			
1.	Criminal Liabilities	1	201
Civil Liabilities			
2.	Civil Liabilities	1	Uncertain
Tax Liabilities			
3.	Income Tax Demands	8	13.07
4.	Income Tax proceeding	2	Uncertain
Total			164.88

For further details of the outstanding litigation proceedings, see *“Outstanding Litigation and Material Developments”* beginning on page 157 of this Prospectus.

(I) Risk Factors

Please see *“Risk Factors”* beginning on page 16 of this Prospectus.

(J) Summary table of contingent liabilities and a cross-reference to contingent liabilities of the issuer as disclosed in Restated Financial Statements.

Our Company does not have any contingent liabilities as on the date of this prospectus

For details, see *“Financial Statements”* on page 130 of this Prospectus.

(K) Summary of related party transactions.

As of March 31, 2019, our related party transactions in our Restated Financial Statements are as follows-

List of Related Parties

As per Accounting Standard 18 on related party disclosure issued by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

A. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise:

NIL

B. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture:

March 31, 2019	March 31, 2018	March 31, 2017
-	-	-

C. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual:

March 31, 2019	March 31, 2018	March 31, 2017
-	-	-

D. Key Managerial Personal (KMP) and Relatives of KMP

March 31, 2019	March 31, 2018	March 31, 2017
i. Key Managerial Personal		
ARPITKUMAR RAJNIKANT MEHTA	ARPITKUMAR RAJNIKANT MEHTA	ARPITKUMAR RAJNIKANT MEHTA
RAJAL ARPITKUMAR MEHTA	RAJAL ARPITKUMAR MEHTA	RAJAL ARPITKUMAR MEHTA
ii. Relative of KMP		
RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA
NALINIBEN RAJNIKANT MEHTA	NALINIBEN RAJNIKANT MEHTA	NALINIBEN RAJNIKANT MEHTA
LUVV ARPIT MEHTA	LUVV ARPIT MEHTA	LUVV ARPIT MEHTA
RAJAL ASHIT MEHTA	RAJAL ASHIT MEHTA	RAJAL ASHIT MEHTA
RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA

1. Details of transaction with related parties

(IN LACS)

Name	Relationship	Nature of Transaction	Amount of transaction in 2018-2019	Amount of transaction in 2017-2018	Amount of transaction in 2016-2017
ARPITKUMAR RAJNIKANT MEHTA	Key Management Personnel (KMP)	Managerial Remuneration	4.50		2.50
		Interest Paid			
		Loan Due To	-134.69	38.56	
RAJAL ARPITKUMAR	Key Management	Managerial Remuneration	1.50		2.50



MEHTA	Personnel (KMP)	Interest Paid			
		Loan Due To	-11.52	0.46	
RAJNIKANT ASHABHAI MEHTA	Director	Salary			0.60
		Interest Paid			
		Loan Due To			
NALINIBEN RAJNIKANT MEHTA	Director	Salary			0.40
		Interest Paid			
		Loan Due To			
LUVV ARPIT MEHTA RAJAL ASHIT MEHTA	Relative of Director	Interest Paid			
	Relative of Director	Loan Due To			
RAJAL ASHIT MEHTA	Relative of Director	Interest Paid			
		Loan Due To	4.55		

2. Details of balance outstanding at the end of the year

(IN LACS)

Name	Relationship	Nature of Transaction	Amount of transaction in 2018-2019	Amount of transaction in 2017-2018	Amount of transaction in 2016-2017
ARPITKUMAR RAJNIKANT MEHTA	Key Management Personnel (KMP)	Managerial Remuneration			
		Interest Paid			
		Loan Due To		134.69	96.13
RAJAL ARPITKUMAR MEHTA	Key Management Personnel (KMP)	Managerial Remuneration			
		Interest Paid			
		Loan Due To		11.52	11.06
RAJAL ASHIT MEHTA	Relative of Director	Interest Paid			
		Loan Due To	4.55		
CITY PULSE MEDIA LIMITED	Relatives of Director	Executive Remuneration			
		Interest Paid			
		Loan Due To	162.09	162.09	162.09
LUVV KUSH REALITY PVT LTD	Relatives of Director	Executive Remuneration			
		Interest Paid			
		Loan Due To	19.95	19.95	19.95

For further information, see **“Financial Information”** beginning on page **130** of this Prospectus

(L) Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Prospectus.

(M) Weighted average price at which specified security was acquired by each of the promoters in the last one year.



The weighted average price of the shares acquired by our Promoters within last one (1) year from the date of filing of this Prospectus are set forth below:-

Name of Promoters	No. of equity share acquired	Weighted average price of shares acquired (in ₹)
Arpit Rajnikant Mehta	8,55,922	13.33
Rajal Arpit Kumar Mehta	1,43,341	10.34

(N) Average cost of acquisition of shares for promoters.

Name of Promoters	Number of Shares	Cost of Acquisition (in ₹)
Mr. Arpit Rajnikant Mehta	10,03,922	12.84
Mrs. Rajal Arpit Mehta	1,98,341	10.24

(O) Details of pre-Issue Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

(P) Issue of Equity Shares for consideration other than cash in the last one year

Except Bonus Issue, Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus.

(Q) Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus

SECTION III - RISK FACTORS

*Investment in our Equity Shares involves a high degree of risk and Bidders should not invest any funds in the issue unless Bidders can afford to take the risk of losing all or a part of your investment. The risks and uncertainties described below together with the other information contained in this Prospectus should be carefully considered before making an investment decision in our Equity Shares. The risks described below are not the only ones relevant to the country or the industry in which we operate or our Company or our Equity Shares. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise and may become material in the future and may also impair our business operations and financial condition. Further, some events may have a material impact from a qualitative perspective rather than a quantitative perspective and may be material collectively rather than individually. To have a complete understanding of our Company, you should read this section in conjunction with the sections entitled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 83 and 151, respectively, as well as the other financial and statistical information contained in this Prospectus. If any of the risks described below, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, prospects, financial condition and results of operations could suffer materially, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.*

*Prior to making an investment decision, Bidders should carefully consider all of the information contained in this Prospectus (including “**Financial Statement**” on page 130 and must rely on their own examination of our Company and the terms of the issue including the merits and the risks involved. You should also consult your tax, financial and legal advisors about the consequences particular to you arising out to you of an investment in this issue. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks mentioned herein. We have described the risks and uncertainties that our management believe are material but the risks set out in this Prospectus may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. In making an investment decision, Bidders must rely on their own examination of us and the terms of the issue including the merits and the risks involved.*

1. We have received the 7 investor Complaints and in case there are any decisions/actions taken or notices issued by any Authority including SEBI, it may affect our reputation and standing and may also have a material adverse effect on our business operations

- The promoters are neither educationally qualified nor experienced to carry out the intended business activities of the company. The company has no past records of business activity in related field and has no turnover / business in last couple of years. All directors of company are members of single family. The company has not a single employee on its pay-roll which proves the case.
- The promoters and company are misusing the name “City Pulse” to mislead the public at large to mislead and believe that it is a company connected with an old existing company with the same name promoted by different individuals / promoters.
- CEO and CFO of the company has been most irregular in providing various information to statutory authorities till recent past and were disqualified to act as a director till very recent date.
- Mr. Arpit R Mehta has a dubious past and is associated with land deals and has cheated and duped number of people in last few years. He has been dealing in large volume of cash and un-accounted money. Verification of history of income-tax returns/records of Arpit R. Mehta (PAN No. ABLPM8653M) and that of Mrs. Rajal A. Mehta (PAN No. AHXPM5423B) and number of notices issued to both of them for huge deposit / withdrawal of cash amounts in / from their bank accounts will support these facts.

- The income-tax returns of past few years of the Key Managerial Persons (KMP) and other promoters of the company will prove that have not declared sufficient income in past for so many years and they have concealed and not disclosed their cash profits and income from property and other business dealings.
- The source of their own funds for subscription of company's equity shares must be verified. It will be surprising to note that they have suddenly brought on books huge amount in their personal books of accounts to subscribe to Equity shares of the above named company It is a meticulous planning done under the advice of practising company secretaries and chartered accountants. The role of these advisors should also be checked that would bring out the facts about sham and dubious source of their funds through sham transactions.
- The company has just a "Khokha" / empty office at its registered office address which is attended by one peon (peon) only.

On the basis of aforesaid complaints, Our Company had received a following query or notice

- a. We have received a notice from ROC with the reference of notice no. ROC-GJ/47/Compl./2018/5625 dated January 11, 2019 from the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli, requiring us to provide comments/explanations on the complaint of cheating with general public/ investor's money through fraudulent IPO.
- b. The said notice was received in furtherance to emails sent to Department of Economic Affairs, Financial Markets Division, Ministry of Finance by some General Secretary, Gujarat Investor Protection & Security Association.

Thereafter we have not received any further complainant from Investors, SEBI or any other Authority. However, in case there are any decisions/actions taken or notices issued by any Authority including SEBI, it may affect our reputation and standing and may also have a material adverse effect on our business operations

2. *There is outstanding litigation against our Company, and any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business and results of operations.*

There are outstanding legal proceedings involving our Company and our Promoters. These proceedings are pending at different levels of adjudication before various courts, enquiry officers and appellate forums. Such proceedings could divert management time and our Promoter time and attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company and our Promoters as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

Sr. No.	Nature of proceedings	Number of outstanding cases	Amount involved (₹ in Lakhs)
Cases filed against our Company			
Civil Liabilities			
1.	Civil Liabilities	1	89.59
Tax Liabilities			
2.	Income Tax Demands	2	8.41
3.	Income Tax proceeding	2	Uncertain
4.	TDS	2	1.31
Cases filed against our Promoters			

Criminal Liabilities			
1.	Criminal Liabilities	1	201
Civil Liabilities			
2.	Civil Liabilities	1	Uncertain
Tax Liabilities			
3.	Income Tax Demands	8	13.07
4.	Income Tax proceeding	2	Uncertain
Total			164.88

Decisions in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition.

3. Our business is dependent on the popularity and content of the films we exhibit.

Our ability to attract patrons to our miniplex / multiplexes and theatres is dependent amongst other factors, on the popularity and appeal of the films we display on our screens. Although a large number of films are released every year, only a few amongst them go on to become box office hits and consequently if the films we exhibit are not popular, the number of our patrons will decline, which would adversely affect our business and results of operations.

Further, attendance levels at some of our miniplex / multiplexes and theaters are in part dependent on the market for local language films, and the inclination of our patrons to spend their leisure time attending commercial movies compared to consumers in large urban areas. As a result of such factors, attendance levels at our miniplex / multiplexes and theatres may not be sufficient to permit us to operate them on a positive cash flow basis.

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

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may have expired and we may have either made or are in the process of making an application to obtain such approval or its renewal. Further, we cannot assure that we will be able to obtain the approvals for which applications have been made including renewals in a timely manner or at all. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. If our Company fails to comply with, or unable to comply with any of these conditions stipulated under the licenses, our certificate of registration / licenses for carrying on a particular activity may be suspended and / or cancelled and we will not be able to carry on such activity, which would adversely impact our business and results of operations. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business.

We endeavour to obtain all approvals, licenses, registrations and permits required for running of our business. However, our Company is yet to obtain the licenses for (i) registration under Bombay Shop and Establishment Act, 1948 (ii) Profession Tax Registration certificate under the Gujarat Professions, Trades, Callings and Employments Taxation Act, 1947. For more information on the licenses obtained by our Company and the licenses yet to be applied by our Company, please refer chapter titled "*Government and Other Statutory Approvals*" beginning on page 165 of the Prospectus.

5. A reduction in our key revenue drivers or increase in costs not commensurate with increased revenues could have an adverse effect on our results of operations

Our key revenue drivers are comprised of mainly of box office revenues and food and beverage revenues). During the Financial Year 2018-19, Nearly 70% of the revenues from the cinemas are generated from the ticket revenue while the balance from foods & beverages. Similarly, our major costs include operative and administrative expenses (including salaries), food beverages. Any increase in any of these major cost heads, or any substantial increase in any other cost (whether anticipated or unanticipated) may have an adverse effect on our business and result of operations.

Similarly our fixed cost may be increased due to our present business model. Except Mehsana, Our all current Operating Units are mainly in leased models. However, we do not follow **Revenue Share Model** with our lessor. On the basis our agreement, we require to pay fixed amount of rent.

Thus, as our expenses or cost for the aforesaid matter are fixed, any reduction in our revenue may have an adverse effect on our business and result of operations.

6. Attendance levels at our Theatres/ Miniplex / Multiplexes are in part, dependent on the market for local language films, and we may be unable to obtain the films we want for our Theatres/ Miniplex / Multiplexes in certain markets.

Consumers in certain regional markets may be less inclined to spend their leisure time attending commercial movies than consumers in large urban areas. There is generally a smaller market for local language films, and the overall supply of these films may not be adequate to generate a sufficient attendance level at our Theatres/ Miniplex / Multiplexes. As a result of such factors, attendance levels at some of our Theatres/ Miniplex / Multiplexes may not be sufficient to permit us to operate them on a positive cash flow basis. In addition, because of existing relationships between distributors and other Theatre owners, we sometimes have been unable to obtain the films we want for our Theatres/ Miniplex / Multiplexes in certain markets. As a result of these factors, attendance at some of our Theatres/ Miniplex / Multiplexes may not be sufficient to permit us to operate them profitably

7. Piracy and home-viewing may reduce the number of cinema patrons.

Piracy is the illegal practice of making unauthorised copies of various audio and visual media content, software or other digital content available and which is made available for use at highly reduced prices. While, the practice has been restricted to a large extent, it is still capable of influencing the decision of patrons to visit Miniplex / Multiplexes and Theatres. We also compete with other movie delivery vehicles, including cable television, Internet like Prime Video, Amazon, Hoster, Netflix, in-home video and DVD, satellite and pay-per-view services. Traditionally, when motion picture distributors license their products to the domestic exhibition industry, they refrain from licensing their motion pictures to other delivery vehicles for a period of time, commonly called the theatrical release window. A material contraction of the current theatrical release window could significantly dilute the consumer's appeal of the in-Theatre motion picture offering, which could have a material adverse effect on our results of operations.

8. For online ticket booking, we are presently exclusive partner with One97 Communications Ltd (Paytm) only.

Apart from direct box office bookings, online ticketing facility is also available at some of the locations. We do not have our own online booking Platform. Our Company is an Exclusive partner with Paytm platform for the online booking of tickets. We have a contract for five years and major portion of our revenue comes from ticket revenue. We do not have any tie up with other online ticket booking platform like Book My Show,

Ticket New. If we are unable to renew our contracts or continue the business relationship for long term basis, then our business will be adversely affected.

9. We face risks associated with the implementation of new cinemas.

In addition to our existing cinema screens, we are in the process of establishing new cinema. We face several risks in developing new cinemas, including the following:

- The cinemas that we propose to implement are capital intensive. The budgeted resources for implementation of these new projects may be inadequate and we may incur cost overruns, which could adversely affect our financial position and our results of operations.
- Delays in the scheduled implementation of the proposed projects for any reason, including construction delays, delays in receipt of government approvals or delays in delivery of equipment by suppliers, could adversely affect our financial position.
- Our new cinemas may not achieve the sufficient levels of patronage, which could adversely affect our results of operations and financial condition.

10. The cost of exhibition of a film varies across films and cinemas and if we are unable to obtain films on competitive terms our results of operations may be adversely affected.

The film exhibition industry in India relies on distributors to obtain films for exhibition. For hiring a film, the distributor's share is normally a percentage of ticket receipts and the applicable percentage is negotiated on a film to film basis in respect of movies produced in India and periodically for film releases by international studios. Distributors work on a non-exclusive basis and there is competition between exhibitors to acquire films. Competitive pressures may result in increasing the cost at which we acquire the rights to exhibit films. If we are unable to recover such increased costs through higher box office collections or other forms of revenue generation, our results of operations would be adversely affected.

11. We face competition from other miniplex / multiplexes and from alternate entertainment channels such as Direct to Home ("DTH"), Mobile Television, etc. Our inability to effectively deal with such competition could potentially negatively influence our consumers and adversely impact our business, financial condition and results of operations.

We face competition from other movie theaters, particularly miniplex /multiplexes, as also from alternative entertainment channels. The increasing popularity of DTH services makes it possible for film goers to get latest films delivered directly to their doorstep in a short span of time after the film release. Typically, after its release, the film is first screened in theaters before it is made available to DTH operators and to other entertainment channels and before home videos (i.e. CDs / DVDs) of the film are released. However, DTH services are lower-priced compared to miniplex / multiplex tickets which make for an appealing proposition for our potential consumers to wait till the film is showcased by DTH operators and watch the films from the comfort of their home. Further, we face competition from other forms of out-of-home entertainment including sporting events, concerts, live theatre. Our inability to effectively deal with such competition could potentially affect our patrons adversely, and negatively impact our business, financial condition and results of operations. Customarily, when distributors license their products to the domestic exhibition industry, they refrain from licensing their films to other delivery vehicles for a period of time, commonly called the theatrical release window. A material contraction of the current theatrical release window could significantly dilute the Consumer's appeal of the miniplex /multiplex theatre offering, which could have a material adverse effect on our results of operations.

12. There is no standard valuation methodology in the film exhibition industry.

There is no standard valuation methodology in the film exhibition industry. The financials of our Company are not comparable with other players in the film exhibition industry. Valuations in the film exhibition industry may presently be high and may not be sustained in future and may also not be reflective of future valuations for the industry. Further, since there are limited numbers of listed companies in the film exhibition industry, current valuations of other listed companies may not be comparable with our Company.

13. We do not own many of our immovable properties.

We do not own the immovable properties in respect of our miniplex /Multiplexes, except Mehsana. All other immovable properties are in leased basis or rent basis. In respect of the other operating units, we obtain the right to operate or manage our miniplex /Multiplexes through various contractual arrangements, which we execute with the developer / owner of the concerned real estate. Some of these contractual arrangements contain provisions permitting termination of these arrangements on account of non-compliance with their terms and failure to cure such non-compliance within specified time frames, by us.

We have obtained some of our properties from the entities, who themselves do not own the said real estate and the same have been acquired by them through certain contractual arrangements (mainly in the nature of long-term leases) at their end. Breach of any covenants specified in their contractual arrangements either by them or by us may lead to termination of our arrangement with the said entities.

14. Accidents in our miniplex / multiplexes and theaters may lead to public liability consequences.

Though we take all possible steps to ensure adoption and compliance with high standards of safety and fire control in our miniplex /multiplexes and theaters, we cannot assure you that these mechanisms will be adequate to contain safety risks that may arise in the future. Further the company does not take commercial General Liability Insurance. If any unwarranted incident / Accident happens, there may be liability on the company and it may affect the business & cash flow of the company.

15. We rely extensively on our standard operating procedures and IT systems. Any failures in these systems could adversely impact our business.

We rely extensively on our standard operating procedures and IT systems. These systems provide us connectivity across our business functions through our software, hardware and network systems. We are dependent upon internet booking and tele-booking services for ticket sales. Our business processes are IT enabled and any failure in our IT systems or loss of connectivity or any loss of data arising from such failure can impact us adversely.

16. We have experienced negative cash flows for few years.

The details of cash flows of our Company are as follows:

(₹ in Lakhs)

Particular	For the year ended on March 31,		
	2019	2018	2017
Net Cash generated from Operating activities	47.07	-19.11	-9.18
Net Cash generated from Investing activities	-198.22	-14.20	-36.65
Net Cash generated from Financing activities	143.48	39.58	-20.94

Cash flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, and repay loans and to make new investments without raising finance from

external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

17. *Our future success depends significantly on the continued service of our management team.*

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. We do not maintain 'key man' life insurance for our Promoters, senior members of our management team or other key personnel.

18. *If we are unable to maintain an effective system of internal controls and compliances our business and reputation could be adversely affected.*

While we manage regulatory compliance by monitoring and evaluating our internal controls to ensure that we are in compliance with all relevant statutory and regulatory requirements, there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. For example, there have been various instances of condonation of delay in relation to filing of statutory forms and certain compounding including in relation to payment of stamp duty upon issuance of securities by us from time to time. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

19. *If we are not able to implement our growth strategies or manage our growth, our business and financial condition could be adversely affected.*

We have a strategy to grow our portfolio substantially. Such a growth strategy will place significant demands on our management as well as our financial, accounting and operating systems. We cannot assure you that we will be able to execute this strategy within the estimated budget, or as anticipated by us. Our failure to execute our growth strategy may result in our inability to increase or even maintain our prior rates of growth. As we expand our operations, we may be unable to manage our business efficiently, which could result in delays, increased costs and affect the quality of our projects, and may adversely affect our reputation. Such expansion also increases the challenges involved in preserving a uniform culture, our set of values and work environment across our business operations, developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems, recruiting, training and retaining management, technical and marketing personnel, and adhering to certain health, safety, and environmental standards. Our failure to manage our growth could have an adverse effect on our business and financial condition.

20. *Our business is mainly concentrated in Gujarat and any adverse development in Gujarat may adversely affect our business, results of operations and financial condition.*

Our business is mainly concentrated in Gujarat. The level of economic activity is influenced by a number of factors, including political and regulatory policy. Any slowdown in the Indian economy may adversely affect our business and results of operations. In addition, any significant social, political or economic disruption, or natural calamities or civil disruptions in this region, or changes in the policies of the state or local



governments of this region or the Government of India, could disrupt our business operations. It may require us to incur significant expenditure and change our business strategies. The occurrence of, or our inability to effectively respond to any such event, could have an adverse effect on our business, results of operations and financial condition.

21. *Our Company has not taken any insurance coverage which may protect us against certain operating hazards and from all losses and this may have an adverse impact on the financial conditions of the business.*

Our Company has not taken any insurance cover at present. Hence we may not be able to protect ourselves from any damage or loss suffered by us. To the extent that we suffer any loss or damage, the operational results of the company could be adversely affected. The company does not maintain a directors and officers liability insurance policy for the directors or key managerial personnel of the Company.

22. *We may be exposed to claims for infringement of intellectual property rights of third parties.*

While we take all possible care to ensure that necessary consents are obtained from third parties for acquiring intellectual property rights relevant for exhibition of films and undertaking promotions thereof, and try and protect ourselves contractually with the content providers, we may be exposed to infringement claims by such third parties, which if determined against us, may impact our revenues.

23. *Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all.*

Our Company has availed unsecured loans which may be recalled by their lenders at any time. As of March 31, 2019, such loans availed by our Company amounted to 261.99 Lacs. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. In the event that any lender seeks a repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

24. *We do not have own Registered Office, Corporate Office and Branch Offices are taken on lease. If we or our business partners are unable to renew existing leases or relocate operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition, result of operations and cash flows.*

We do not own the registered office from which we operate. Our Promoter has permitted us to use, a part of its corporate office as our Registered Office without consideration. However, we do not have any written agreement/document regarding the same. For further details regarding our registered office, please refer to the Section titled “**Our Business**” on page 83 of this Prospectus. Any dispute arise in future may affect our business relation and our results of operation. Similarly our Branch Offices and Corporate Offices on which we operate, are on leased or rented. Upon expiration of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. Further, some of our lease deeds for our properties may not be registered and we may be required to pay penalties for inadequate stamp duty. In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

25. *Some of our corporate records are not traceable.*

Certain corporate records and regulatory filings made by us, including those in relation to: (i) certain share transfer forms, in relation transactions entered by our Promoters; and (ii) certain ROC Forms. The details of the same are mentioned below:

Transfer Details

Name of the Shareholders	Date of Transfer	Number of Equity Shares	Price per Equity Share(₹)	Nature of Transaction
Mr. Arpit Rajnikant Mehta	February 09, 2018	1,25,000	10.00	Cash
	June 12, 2018	(2000)	10.00	Cash
Mrs. Rajal Arpit Mehta	February 09,2018	(45,000)	10.00	Cash

Some of filed ROC forms, such as incorporation forms, Annual Return, copy of resolution are also not traceable. The details of the same are mentioned below:

Date of Event	Nature of Documents
Incorporation Date	All incorporation forms such as Form 1, Form 18, Form 32
Financial Year 2006-07	Annual Return
23.01.2007	Board Resolution for preferential issue

Accordingly, have relied on other documents, including our statutory registers of members and share transfer, annual reports and audited financial statements for such matters. However, we have not been able to retrieve the aforementioned documents, and we cannot assure you that the abovementioned form filings and resolutions will be available in the future. Such non-compliance may in future render us liable to statutory penalties which may have adverse effect on the reputation and result of operations of our Company.

26. *There are certain delays relating to forms filed with the Registrar of Companies in terms of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future for such delays could impact the financial position of our Company to that extent.*

There are certain delays in respect of the following forms filed with ROC:

Name of the Form	SRN Date	Additional Fees paid (₹)
MGT-14	16/09/2018	1,200.00
MGT-14	06/08/2018	2,000.00
SH-7	13/08/2018	11,109.00
DIR-12	18/04/2018	6,000.00

Any penalty or action taken by regulatory authority in future for delay could impact the financial position of our Company to that extent.

27. *There are certain delays relating to filling of GST Returns. Any penalty or action taken by any regulatory authorities in future for such delays could impact the financial position of our Company to that extent.*

There are certain delays relating to filling of GST Returns for the following period:

Financial Year/Month	Late Fees (₹)
2018-19 April	1,200.00
2018-19 May	850.00
2018-19 June	-
2018-19 July	250.00

2018-19	Aug	400.00
2018-19	Sept	500.00
2018-19	Oct	500.00
2018-19	Nov	7,050.00
2018-19	Dec	5,600.00
Total		16,350.00

Any penalty or action taken by regulatory authority in future for above delays could impact the financial position of our Company to that extent.

28. We have issued Equity Shares at prices that may be lower than the Issue Price in the last 12 months.

We have issued Equity Shares in the last 12 months at a price that may be lower than the Offer Price, as set out in the table below:

Date of Allotment	Names of the Allottees	Number of Equity Shares	Face Value (in ₹)	Issue Price per Equity Share (in ₹)	Reasons for Allotment
April 16, 2019	Arpit Mehta	4,75,542	10.00	-	Bonus Issue in ratio of 0.90:1 by capitalization of reserves pursuant to the shareholders resolution dated April 16, 2019
	Rajal Arpit Mehta	93,951	10.00	-	
	Rajnikant Mehta	4,500	10.00	-	
	Naliniben Rajnikant Mehta	6,600	10.00	-	
	Luvv Arpit Mehta	38,999	10.00	-	
	Smit Barot	900	10.00	-	
	Manojbhai Bhavsar	4,500	10.00	-	
	Trupatiben Rajendrakumar Trivedi	9,000	10.00	-	
	Sheela Jatin Desai	2,250	10.00	-	
	Harsh Hemang Rana	1,125	10.00	-	
	Nilang Shaunak Desai	1,125	10.00	-	
	Nisarg Nalinikant Oza	675	10.00	-	
	Dipti Nimishkumar Desai	1,125	10.00	-	
	Hemant H Desai	1,125	10.00	-	
	Nikhil Harkant Desai	1,125	10.00	-	
	Khagen V Mehta	1,125	10.00	-	
	Vismay K Mehta	1,125	10.00	-	
	Mrudul Krishnakant Vsavada	1,125	10.00	-	
	Jagrutiben Upadhyay	9,000	10.00	-	
	Bharti Bhargav Rathod	1,350	10.00	-	
	Niraj Pradhuman Dave	900	10.00	-	
Chetan V Rathod	4,500	10.00	-		
Chinmay Prakash Jha	4,500	10.00	-		
Kinjalben Jigarbhai Patel	13,500	10.00	-		
Aashirvad Vision Pvt. Ltd.	2,62,080	10.00	-		
Samir Mehta	900	10.00	-		

29. We have entered into a number of related party transactions and may continue to enter into such transactions under Ind AS 18, in the future, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

We have, in the past, entered into related party transactions with various parties aggregating to in the ordinary course of our business. For further details, see “Related Party Transactions” beginning on page 124 of this Prospectus. There can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There can be no assurance to you that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition and results of operations. Further, the transactions with our related parties may potentially involve conflicts of interest. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

- 30. The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds in the project is entirely at the discretion of our management and shall be in compliance of Section 27 of the Companies Act 2013. Any revision in the estimates may require us to reschedule our project expenditure and may have a bearing on our expected revenues and earnings.***

Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management’s estimates and have not been appraised by any bank or financial institution. Our Company may have to revise such estimates from time to time and consequently our funding requirements may also change. Our estimates for expansion may exceed the value that would have been determined by third party appraisals and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the objects of the Issue is entirely at the discretion of our management and is not subject to monitoring by any external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee and shall be in compliance of Section 27 of the Companies Act 2013.

Any variation in Objects of the Issue shall be in compliance with section 27 of the Companies Act, 2013, i.e. subject to the approval of, or except subject to an authority given by the company in general meeting by way of special resolution. Provided that the details, as may be prescribed, of the notice in respect of such resolution to shareholders, shall also be published in the newspapers (one in English and one in vernacular language) in the city where the registered office of our company is situated indicating clearly the justification for such variation.

We further confirm that our company shall not use any amount raised by it through prospectus for buying, trading or otherwise dealing in equity shares of any other listed company. The dissenting shareholders being those shareholders who have not agreed to the proposal to vary the terms of contracts or objects referred to in the prospectus, shall be given an exit offer by promoters or controlling shareholders at such exit price, and in such manner and conditions as may be specified by the Securities and Exchange Board of India.

External Risk Factors

- 31. 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**” beginning on page **130** 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.

32. *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 recognised 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 recognised 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 ₹ 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 ₹ 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.

33. *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 95 of this Prospectus 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.

34. 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.

35. 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.

36. 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.

37. 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.

38. 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.

39. 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.

40. The occurrence of natural or man-made disasters may adversely affect our business, financial condition, results of operations and cash flows.

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.

41. 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.

Risks Relating to the Equity Shares and the Issue

42. 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 Company in consultation with Lead Manager. This price is based on numerous factors (For further information, please refer chapter titled “***Basis for Issue Price***” beginning on page 65 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.

43. 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.



SECTION IV - INTRODUCTION

THE ISSUE

The Following Table summarize details of the issue

Issue	13,28,000 Equity Shares, of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 30.00 per Equity Share aggregating to ₹ 398.40 Lakhs.
Of which	
Market Maker Reservation Portion:	72,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 30.00 per Equity Share aggregating to ₹ 21.60 Lakhs.
Net Issue	12,56,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 30.00 per Equity Share aggregating to ₹ 376.80 Lakhs.
Of which	
Allocation to Retail Individual Investors for up to ₹2.00 Lakhs	6,28,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lakhs
Allocation to other investors for above ₹2.00 Lakhs	6,28,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lakhs
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	₹199.90 Lakhs divided into 1999033 Equity Shares of ₹ 10.00 each
Equity Shares outstanding after the Issue	331.80 Lakhs divided into 33,18,033 Equity Shares of ₹ 10.00 each
Utilisation of Net Proceeds	See “Objects of the Issue” beginning on page 59 of this Prospectus for information about the use of the proceeds from the Fresh Issue.

(1) The present Issue is being made by our Company in terms of Regulation 229 (1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

(2) This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the 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;

Provided that the unsubscribed portion is either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation: For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled **“Terms of the Issue”** beginning on page 184 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE – I STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(₹ IN LACS)

Particulars	Annx No.	As at March 31,		
		2019	2018	2017
I. EQUITY AND LIABILITIES				
<u>(1) Shareholder's Funds</u>				
(a) Share Capital	V	104.74	25.00	25.00
(b) Reserves and Surplus	VI	133.10	-78.83	-105.10
<u>(2) Share Application Money Pending Allotment</u>		-	-	-
<u>(3) Non-Current Liabilities</u>				
(a) Long-Term Borrowings	VII	261.99	351.15	311.57
(b) Long term provision		-	-	-
(c) Other Long-Term Liabilities		-	-	-
(d) Deferred Tax Liability	VIII	14.48	14.21	16.31
<u>(4) Current Liabilities</u>				
(a) Short-Term Borrowings		-	-	-
(b) Trade Payables	IX	22.35	3.98	23.22
(c) Other Current Liabilities	X	66.66	2.83	4.19
(d) Short-Term Provisions	XI	12.26	6.19	1.14
Total		615.58	324.54	276.33
II. ASSETS				
<u>(1) Non-Current Assets</u>				
<u>(a) Fixed Assets</u>	XII			
- Tangible Assets		307.69	170.95	148.83
- Intangible Assets		-	-	-
- Capital Work in Progress		25.90	25.90	25.90
(b) Non-Current Investments		-	-	-
(c) Deferred Tax Assets		-	-	-
(d) Long Term Loans And Advances	XIII	81.38	34.69	45.57
(e) Other Non-Current Assets	XIV	17.50	17.50	17.50
<u>(2) Current Assets</u>				
(a) Inventories		-	-	-
(b) Trade receivables	XV	139.19	14.31	13.87
(c) Cash and Cash Equivalents	XVI	8.86	16.73	11.60
(d) Short-Term Loans And Advances		-	-	-
(e) Other Current Assets	XVII	35.05	44.45	13.05
Total		615.58	324.57	276.33

Note: The above statement should be read with the restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures II, III and IV respectively.

ANNEXURE – II STATEMENT OF PROFIT & LOSS AS RESTATED

(₹ IN LACS)

Particulars	Annx No.	As at March 31,		
		2019	2018	2017
<u>Revenue:</u>				
Revenue from Operations (Net of Taxes)	XIII	308.96	65.80	20.89
Other Income	XXII	-	8.13	3.17
Total Revenue(A)		308.96	73.92	24.06
<u>Expenses:</u>				
Cost of Material Consumed		-	-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-	-
Employee benefit expenses	XIX	19.14	6.73	7.77
Financial Cost		-	-	-
Depreciation and amortization expenses	XX	14.79	3.92	2.74
Others Expenses	XXI	214.97	39.10	8.29
Total Expenses(B)		248.90	49.74	18.80
Profit before exceptional, extraordinary items and tax (A-B)		60.06	24.18	5.26
Less: Exceptional Items		-	-	-
Profit before extraordinary items and tax		60.06	24.18	5.26
Extra ordinary items		-	-	-
Profit before tax		60.06	24.18	5.26
Tax expense :				
Current tax		0.70	-	-
Deferred Tax - Current Year		0.26	-2.10	-4.70
Profit/(Loss) for the period After Tax- PAT		59.10	26.28	9.96

Note: The above statement should be read with the restated of assets & liabilities, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, III and IV respectively.

ANNEXURE – III STATEMENT OF CASH FLOW AS RESTATED

(₹ IN LACS)

Particulars	As at March 31,		
	2019	2018	2017
<u>Cash Flow From Operating Activities:</u>			
Net Profit before tax as per Profit and Loss A/c	60.06	24.18	5.26
Adjustments for:			
Depreciation & Amortization Expense	14.79	3.92	2.74
Loss on sale of Fixed assets	-	-	3.90
Finance Cost	-	-	-
Operating Profit Before Working Capital Changes	74.85	28.10	11.90
Adjusted for (Increase)/ Decrease in:			
Short term provision	6.07	5.06	1.14
Trade Receivables	-124.88	-0.44	-
Other current assets	9.40	-31.40	-2.54
Trade Payables	18.37	-19.25	-20.00
Other Current Liabilities	63.83	-1.35	0.30
Cash Generated From Operations	-27.22	-47.39	-21.10
Net Income Tax paid/ refunded	-0.77	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	47.07	-19.11	-9.18
<u>Cash Flow From Investing Activities:</u>			
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	-151.54	-26.04	70.72
Net (Increase)/Decrease in Long Term Loans & Advances	-46.69	10.88	-34.07
Net Cash Flow from/(used in) Investing Activities: (B)	-198.22	-14.20	36.65
<u>Cash Flow from Financing Activities:</u>			
Proceeds From issue of Share Capital	79.74	-	-
Net Increase/(Decrease) in Share Premium	152.90	-	-
Net Increase/(Decrease) in Long Term Borrowings	-89.16	39.58	-20.94
Interest on borrowings	-	-	-
Net Cash Flow from/(used in) Financing Activities (C)	143.48	39.58	-20.94
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-7.87	5.13	6.51
Cash & Cash Equivalents As At Beginning of the Year	16.73	11.60	5.09
Cash & Cash Equivalents As At End of the Year	8.86	16.73	11.60

1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements specified under 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).
2. Figures in Brackets represents outflow.
3. The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively.

SECTION V - GENERAL INFORMATION

Our Company was incorporated as “City Pulse Multiplex Private Limited” at Ahmedabad, Gujarat as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 22, 2000 bearing Corporate Identification Number U92199GJ2000PTC037606 issued by Registrar of Companies, Ahmedabad, Gujarat. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated May 19, 2018, the name of our Company was changed to “City Pulse Multiplex Limited.” and fresh certificate of incorporation dated May 28, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U92199GJ2000PLC037606.

For details of changes in name and registered offices of our Company, please refer to the section titled "*History and Certain Corporate matters*" beginning on page 105 of this Prospectus.

Our Company and Issue Related Information	
Registered Office	City Pulse Multiplex Limited 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India. Telephone: 0 79 40 070 706/708 Fax: N.A Email id: info@wowcinepulse.com Website: www.wowcinepulse.com
Date of Incorporation	March 22, 2000
Registration Number	037606
Corporate Identification Number	U92199GJ2000PLC037606
Company Category	Company limited by Shares
Company Sub Category	Non-govt company
Address of the Registrar of Companies	Registrar of Companies : RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013.
Designated Stock Exchange	25 th Floor, P.J.Towers, Dalal Street, Fort, Mumbai - 400 001, India
Issue Programme	Issue Open on: 27th June, 2019 Issue Close on: 03rd July, 2019
Company Secretary and Compliance Officer	Ms. Divya Jitendrakumar Agrawal City Pulse Multiplex Limited 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India. Telephone: 0 79 40 070 706/708 Fax: N.A Email id: cs@wowcinepulse.com Website: www.wowcinepulse.com
Chief Financial Officer	Mrs. Rajal Amit Mehta City Pulse Multiplex Limited 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India. Telephone: 0 79 40070706/708 Fax: N.A Email id: info@wowcinepulse.com Website: www.wowcinepulse.com



Board of Directors

Our Company's Board comprises of the following Directors:

Name	DIN	Age	Designation	Residential Address
Mr. Rajnikant Ashabhai Mehta	07158788	75 years	Whole Time Director	5/A Kruna Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India.
Mrs. Naliniben Rajnikant Mehta	07158793	65 years	Executive Director	5/A Kruna Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India.
Mr. Luvv Arpit Mehta	08019908	24 years	Non-Executive Director	5/A Kruna Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India.
Mrs. Rajal Ashit Mehta	08021381	38 years	Non-Executive Director	5, Tithi Toran Flats, Prabhu Park Society Navrangpura 380009 Ahmedabad 380013 Gujarat, India.
Mr. Smit Dinkarbhai Barot	08154983	27 years	Independent Director	Harikrupa Society Nr. NC Parikh High School Matar 387530 Gujarat, India.
Mr. Samir Bhasker Mehta	08250911	49 years	Additional Independent Director	65, Vrundavan Housing Scheme Near Ranchodaji Temple, Outsaid Panigate Vadodara 390091 Gujarat, India.

For further details of the Board of Directors, please refer to the section titled "**Our Management**" beginning on page **110** of this Prospectus.

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Issue and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection Centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case maybe, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchange with a copy to the Registrar.

Details of Key Intermediaries pertaining to this Issue and Our Company:

<p>Lead Manager to the Issue CapitalSquare Advisors Private Limited 208, 2nd Floor, AARPEE Centre, MIDC Road No:11, Andheri (E), Mumbai – 400093, Maharashtra, India Tel. No.: 022-66849999 Fax No :022-66849998 Email: mbd@capitalsquare.in Website: www.capitalsquare.com SEBI Registration No.: INM000012219 Contact Person: Mr. Tanmoy Banerjee/Mr. Saket Jain</p>	<p>Legal Advisor to the Issue M. V. Kini, Law Firm Kini House, 6/39 Jangpura-B, New Delhi - 110014, India Tel: +91-11-24371038/ 39/ 40/ +91 9899016169 Fax No: +91-11-24379484 Email: raj@mvkini.com Website: www.mvkini.com Contact Person: Ms. Raj Rani Bhalla</p>
<p>Registrar to the Issue Link Intime India Private Limited. C-101, 1st Floor, 247 Park, Lal Bhadur, Shastri Marg, Vikhroli (West), Mumbai 400 083. Tel: 022 - 4918 6200 Fax No. +91 022 - 4918 6195 Email: cpml.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Ms. Shanti Gopalkrishnan SEBI Registration No. – INR000004058</p>	<p>Advisor to the Issue 360 Financial Consultants LLP 26A Chetak Marg, behind JK Loan Hospital, JLN Marg, Jaipur, Rajasthan, India Tel: +91 9784842020 Fax No: N/A Email: vaibhav@360financials.com Website: www.360financials.com Contact Person: Mr. Vaibhav Totuka</p>
<p>Statutory & Peer Review Auditors to the Company O R Maloo & co. 403 4th Floor, shaival Plaza, Gujrat college Road, Ellisbridge, Ahmedabad, Gujarat, India. Tel: 07926420336/7/9 Fax No. – N/A Email – omkar@ormaloo.com Rohit@ormaloo.com Website: N/A Contact Person: CA Omkar Maloo Firm Registration: 13556W Membership Number: 044074</p>	<p>Banker to the Company Axis Bank Ltd Ground Floor, Abhilasa Business Centre, Near Sardar Patel Stadium Road, Navrangpura, Ahmedabad, Gujarat -380009, India. Tel: 079-40371547/48 Fax No. N/A Contact Person: Ms. Poonam Patel</p>
<p align="center">Bankers to the Issue / Public Issue Bank / Refund Banker ICICI Bank Limited Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 Tel: 022- 66818911/23/24 Fax No. 022- 22611138 Email: saurabh.kumar@icicibank.com Website: www.icicibank.com Contact Person: Mr. Saurabh Kumar</p>	



O R Maloo & co., Chartered Accountant is a peer review auditor of our Company in compliance with section 11 of part A of Schedule VI of SEBI (ICDR) 2018 and hold a valid peer review certificate No.009105 dated June 30, 2016 issued by the "Peer Review Board" of the ICAI.

Statement of *inter se* allocation of Responsibilities for the Issue

CapitalSquare Advisors Private Limited is the sole Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks (SCSBs)

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 <http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBsfor-Syndicate-ASBA>. For details on Designated Branches of SCSBs collecting the ASBA Bid Form, please refer to the above-mentioned SEBI link.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at www.bsesme.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

As the Issue is of Equity Shares, credit rating is not required.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

IPO Grading

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations 2018 there is no requirement of appointing an IPO Grading agency.

Monitoring Agency

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size, is below ₹ 10,000 Lakhs. Since the Issue size is only of ₹ 398.40 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.



Appraising Entity

None of the objects of the issue for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

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

Our Company has received written consent dated April 18, 2019, from the Statutory Auditors namely, O R Maloo & co. Chartered Accountants, Statutory Auditors, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an “Expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements, dated April 15, 2019, and the statement of tax benefits dated April 15, 2019, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “Expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Filing of Offer Document

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Prospectus shall also be furnished to the board in a soft copy. 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 www.sebi.gov.in A copy of the Prospectus along with the documents required to be filed under Section 26 and 28 of the Companies Act, 2013 will be delivered to the Registrar of Company, Gujarat, situated at, RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat - 380013, India.

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants.

However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price. Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Issue Programme

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

Event	Indicative Date
Issue Opening Date	June 27, 2019
Issue Closing Date	July 03, 2019
Finalization of Basis of Allotment with the Designated Stock Exchange	July 08, 2019
Initiation of Allotment/Refunds/Unblocking of Funds	On or Before July 09, 2019
Credit of Equity Shares to demat accounts of Allottees	On July 09, 2019
Commencement of trading of the Equity Shares on the Stock Exchange	July 11, 2019

Underwriting

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by the Underwriter CapitalSquare Advisors Private Limited. The underwriting agreement is dated May 10, 2019 pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriters has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, Fax No., and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (In Lakhs)	% of the total Issue size Underwritten
CapitalSquare Advisors Private Limited 208, 2 nd Floor, AARPEE Centre, MIDC Road No:11, Andheri (E), Mumbai – 400093, Maharashtra, India Tel. No.: 022-6684999 Fax No :022-66849998 Email: mbd@capitalsquare.com Website:www.capitalsquare.com SEBI Registration No: INM000012219	13,28,000	398.40	100.00%
Total	13,28,000	398.40	100.00%

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

Withdrawal of the Issue

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

Details of Market Making Arrangement for the Issue

Our Company has entered into Market Making Agreement dated May 29, 2019 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	Vijeta Broking India Private Limited
Address	1/C, Jijibhoy Industrial Estate, 2nd Floor, Ram Mandir Road, Opposite Vakharia Estate, Goregaon (W), Mumbai-400104, Maharashtra, India
Telephone	022-42023366
E-mail	Mehul@vijetabroking.com
Contact Person	Mr. Mehulkumar Kantilal Shah
SEBI Registration No.	INZ000254833

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations 2018 and the circulars issued by the BSE and SEBI regarding this matter from time to time.

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

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

The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time and the same shall be updated in the Prospectus.

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 BSE SME platform of the BSE and SEBI from time to time.

The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to Issue their holding to the Market Maker(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.

The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME Platform (in this case currently the minimum trading lot size is 4000 equity shares; however, the same may be changed by the BSESME Platform of BSE from time to time).

The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the Stock Exchange. Further, the Market Maker (s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker (s).

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. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size 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 reduces to 24% of Issue Size, the Market Maker will resume providing two (2) way quotes.

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



Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

There would not be more than five (5) Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

On the first day of the listing, there will be pre 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.

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.

The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261(1) of the SEBI (ICDR) Regulations 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five (5) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on Working Days.

Risk containment measures and monitoring for Market Makers:

BSESME platform of the BSE will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

Price Band and Spreads:

SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 Crores, the applicable price bands for the first day shall be:

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.

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

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

Market Price Slab	Proposed spread (in % to sale price)
Up to ₹ 50	9
₹ 50 to ₹ 75	8
₹ 75 to ₹ 100	6
Above ₹ 100	5

Punitive Action in case of default by Market Makers:



BSE SME platform of the BSE 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 (Issuing two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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 ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

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.



SECTION VI - CAPITAL STRUCTURE

Our share capital structure before the Issue and after giving effect to the Issue, as at the date of this Prospectus, is set forth below:

(₹ in Lakhs, except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price ⁽¹⁾
A.	Authorized Share Capital		
	35,00,000 Equity Shares of face value of ₹ 10.00 each	350.00	-
B.	Issued, Subscribed & Paid-up Share Capital prior to the Issue		
	19,90,033 Equity Shares of face value of ₹ 10.00 each	199.00	-
C.	Present Issue in terms of this Prospectus		
	Issue of 13,28,000 Equity Shares of face value of ₹ 10.00 each for cash at a price of ₹ 30.00 per Equity Share	132.80	398.40
	Which comprises of:		
	Reservation for Market Maker portion		
	72,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share reserved as Market Maker Portion	7.20	21.60
	Net Issue to the Public		
	12,56,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share	125.60	376.80
	Of which:		
	6,28,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 Lakhs	62.80	188.40
	6,28,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 20.00 per Equity Share will be available for allocation for allotment to Other than Retail Individual Investors of above ₹2.00 Lakhs	62.80	188.40
D.	Paid up Equity capital after the Issue		
	33,18,033 Equity Shares of face value of ₹ 10.00each	331.80	-
E.	Securities Premium Account		
	Before the Issue		38.84
	After the Issue		304.44

(1) This Issue has been authorized by the Board of Directors pursuant to a board resolution dated April 05, 2019 and by the shareholders of our Company pursuant to a special resolution dated April 10, 2019 passed at the EGM of the Company under Section 62 (1)(c) of the Companies Act, 2013.

Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10.00 each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

Notes to Capital Structure

1. Details of changes in Authorized Share Capital of our Company since incorporation



Sr. No.	Date of Shareholders approval	EGM/ AGM/ Postal Ballot	Authorized Capital (In ₹)	Particulars of Change
1.	On Incorporation	-	10,00,000	-
2.	26.09.2005	EGM	5,00,000	The authorized share capital of the Company increased from ₹ 10,00,000 divided into 100,000 equity shares of ₹ 10.00 each to ₹ 50,00,000 divided into 500,000 equity shares of ₹ 10.00 each.
3.	29.05.2018	EGM	3,50,00,000	The authorized share capital of the Company increased from ₹ 50,00,000 divided into 500,000 equity shares of ₹ 10.00 each to ₹ 3,50,00,000 divided into 35,00,000 equity shares of ₹ 10.00 each.

2. Equity Share Capital history of our Company

The following is the history of the Share Capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
Incorporation	30	10.00	10.00	Cash	Subscription to MOA ⁽¹⁾	30	300
December 10, 2002	9,970	10.00	10.00	Cash	Further allotment ⁽²⁾	10,000	1,00,000
January 23, 2007	2,40,000	10.00	10.00	Cash	Further allotment ⁽³⁾	2,50,000	25,00,000
September 10, 2018	65,750	10.00	20.00	Cash	Further allotment ⁽⁴⁾	3,15,750	31,57,500
February 23, 2019	7,31,636	10.00	30.00	Cash	Conversion of Loan into Equity ⁽⁵⁾	10,47,386	1,04,73,860
April 16, 2019	9,42,647	10.00	NA	Other than Cash	Bonus Issue ⁽⁶⁾	19,90,033	199,00,330

Notes:

- 1) Initial Subscribers to the MOA subscribed to 30 (Thirty only) Equity Shares of face value of ₹ 10.00 each as per the details given below:

Sr. No.	Subscribers to the MOA	No of Shares Allotted
1.	Ashok B. Purohit	10
2	Lalit B. Purohit	10
3	Veena A. Purohit	10
Total		30

- 2) Further Allotment of 9,970 Equity Shares of face value of ₹ 10.00 each fully paid as per the details given below

Sr. No.	Name Of Allottees	No of Shares Allotted
1.	Ashok B. Purohit	2,000
2	Veena A. Purohit	3,070
3	Design Unit Architect Pvt Ltd	4,900
Total		9,970

- 3) Further Allotment of 2,40,000 Equity Shares of face value of ₹ 10.00 each fully paid as per the details given below:

Sr. No.	Name Of Allottees	No of Shares Allotted
1.	Mrs. Vina Purohit	10,000
2	Mr. Ashok Purohit	10,000
3	Anoli Holdings Private Limited	95,000
4.	Mr. Arpit Mehta	25,000
5.	Mrs. Rajal Mehta	1,00,000
Total		2,40,000

- 4) Further Allotment of 65,750 Equity Shares of face value of ₹ 10.00 each fully paid as per the details given below:

Sr. No.	Name Of Allottees	No of Shares Allotted
1.	Mr. Manojbhai Bhavsar	5,000
2.	Ms. Trupatiben Rajendra Kumar	10,000
3.	Ms. Sheela Jatin Desai	2,500
4.	Mr. Harsh Hemang Rana	1,250
5.	Nilang Shaunak Desai	1,250
6.	Nisarg Nalinikant Ojha	750
7.	Dipti Nimishkumar Desai	1,250
8.	Hemant H. Desai	1,250
9.	Nikhil Harkant Desai	1,250
10.	Khagen V. Mehta	1,250
11.	Vismay K. Mehta	1,250
12.	Mrudul Krishnakant Vsavada	1,250
13.	Jagrutiben Upadhyay	10,000
14.	Bharti Bhargav Rathod	1,500
15.	Niraj Pradhuman dave	1,000
16.	Chetan V. Rathod	5,000
17.	Chinamay Prakash Jha	5,000
18	Kinajalben Jiagarbhai Patel	15,000
Total		65,750

- 5) Conversion of Loan of 7,31,636 Equity Shares of face value of ₹ 10.00 each fully paid as per the details given below:

Sr. No.	Name Of Allottees	No of Shares Allotted
1.	M/s Aashirvad Vision Private Limited	2,91,200
2.	Mr. Arpit Mehta	3,80,380
3.	Mrs Rajal Arpit Mehta	49,390

4.	Mr. Luvv Arpit Mehta	8,333
5.	Nalini Mehta	2,333
	Total	7,31,636

- 6) Bonus Issue of 9,42,647 Equity Shares of face value of ₹ 10.00 each fully paid in the ratio of 0.9 shares for every 1 shares held as per the details given below:

Sr. No.	Name Of Allottees	No of Shares Allotted
1	Arpit Mehta	4,75,542
2	Rajal Arpit Mehta	93,951
3	Rajnikant Mehta	4,500
4	Naliniben Rajnikant Mehta	6,600
5	Luvv Arpit Mehta	38,999
6	Smit Barot	900
7	Manojbhai Bhavsar	4,500
8	Trupatiben Rajendrakumar Trivedi	9,000
9	Sheela Jatin Desai	2,250
10	Harsh Hemang Rana	1,125
11	Nilang Shaunak Desai	1,125
12	Nisarg Nalinikant Oza	675
13	Dipti Nimishkumar Desai	1,125
14	Hemant H Desai	1,125
15	Nikhil Harkant Desai	1,125
16	Khagen V Mehta	1,125
17	Vismay K Mehta	1,125
18	Mrudul Krishnakant Vsavada	1,125
19	Jagrutiben Upadhyay	9,000
20	Bharti Bhargav Rathod	1,350
21	Niraj Pradhuman Dave	900
22	Chetan V Rathod	4,500
23	Chinmay Prakash Jha	4,500
24	Kinjalben Jigarbhai Patel	13,500
25	Aashirvad Vision Pvt. Ltd.	2,62,080
26	Samir Mehta	900
Total		9,42,647

3. Issue of Equity Shares for Consideration other than cash

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash:

Date of Allotment	Names of the Allottees	Number of Equity Shares	Face Value (in ₹)	Issue Price per Equity Share (in ₹)	Reasons for Allotment
April 16, 2019	Arpit Mehta	4,75,542	10.00	-	Bonus Issue in ratio of 0.9:1 by capitalization of reserves pursuant to the resolution dated April 16, 2019
	Rajal Arpit Mehta	93,951	10.00	-	
	Rajnikant Mehta	4,500	10.00	-	
	Naliniben Rajnikant Mehta	6,600	10.00	-	
	Luvv Arpit Mehta	38,999	10.00	-	
	Smit Barot	900	10.00	-	
	Manojbhai Bhavsar	4,500	10.00	-	



Trupatiben Rajendrakumar Trivedi	9,000	10.00	-
Sheela Jatin Desai	2,250	10.00	-
Harsh Hemang Rana	1,125	10.00	-
Nilang Shaunak Desai	1,125	10.00	-
Nisarg Nalinikant Oza	675	10.00	-
Dipti Nimishkumar Desai	1,125	10.00	-
Hemant H Desai	1,125	10.00	-
Nikhil Harkant Desai	1,125	10.00	-
Khagen V Mehta	1,125	10.00	-
Vismay K Mehta	1,125	10.00	-
Mrudul Krishnakant Vsavada	1,125	10.00	-
Jagrutiben Upadhyay	9,000	10.00	-
Bharti Bhargav Rathod	1,350	10.00	-
Niraj Pradhuman Dave	900	10.00	-
Chetan V Rathod	4,500	10.00	-
Chinmay Prakash Jha	4,500	10.00	-
Kinjalben Jigarbhai Patel	13,500	10.00	-
Aashirvad Vision Pvt. Ltd.	2,62,080	10.00	-
Samir Mehta	900	10.00	-

- No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013.
- Our Company has not issued equity shares under one or more employee stock option schemes, particulars of equity shares issued under the employee stock option schemes may be aggregated quarter-wise, indicating the aggregate number of equity shares issued and the price range within which equity shares have been issued in each quarter.
- Except as disclosed below, no Equity Shares have been issued at price below Issue Price during the last one year:

Date of Allotment	Names of the Allottees	Number of Equity Shares	Face Value (in ₹)	Issue Price per Equity Share (in ₹)	Reasons for Allotment
April 16, 2019	Arpit Mehta	4,75,542	10.00	-	Bonus Issue in ratio of 0.9:1 by capitalization of reserves pursuant to the resolution dated April 16, 2019
	Rajal Arpit Mehta	93,951	10.00	-	
	Rajnikant Mehta	4,500	10.00	-	
	Naliniben Rajnikant Mehta	6,600	10.00	-	
	Luvv Arpit Mehta	38,999	10.00	-	
	Smit Barot	900	10.00	-	
	Manojbhai Bhavsar	4,500	10.00	-	
	Trupatiben Rajendrakumar Trivedi	9,000	10.00	-	
	Sheela Jatin Desai	2,250	10.00	-	
	Harsh Hemang Rana	1,125	10.00	-	
	Nilang Shaunak Desai	1,125	10.00	-	



Nisarg Nalinikant Oza	675	10.00	-
Dipti Nimishkumar Desai	1,125	10.00	-
Hemant H Desai	1,125	10.00	-
Nikhil Harkant Desai	1,125	10.00	-
Khagen V Mehta	1,125	10.00	-
Vismay K Mehta	1,125	10.00	-
Mrudul Krishnakant Vsavada	1,125	10.00	-
Jagrutiben Upadhyay	9,000	10.00	-
Bharti Bhargav Rathod	1,350	10.00	-
Niraj Pradhuman Dave	900	10.00	-
Chetan V Rathod	4,500	10.00	-
Chinmay Prakash Jha	4,500	10.00	-
Kinjalben Jigarbhai Patel	13,500	10.00	-
Aashirvad Vision Pvt. Ltd.	2,62,080	10.00	-
Samir Mehta	1000	10.00	-

7. Build-up of our Promoters' Shareholding, Promoters' Contribution and Lock-in

a) Build-up of Promoters' shareholding in our Company

As on the date of this Prospectus, Our Promoters (i) Mr. Arpit Rajnikant Mehta holds 10,03,922 Equity Shares, which constitutes 50.45% of the issued, subscribed and paid-up Equity Share capital of our Company and (ii) Mrs. Rajal Arpit Mehta holds 1,98,341 Equity Shares, which constitutes 9.96 % of the issued, subscribed and paid-up Equity Share capital of our Company

None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the equity shareholding of our Promoters, since the incorporation of our Company.

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share(₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
Mr. Arpit Rajnikant Mehta							
January 23, 2007	25,000	10.00	10.00	Cash	Further Allotment	1.26	0.75
February 09, 2018	1,25,000	10.00	10.00	Cash	Transfer	6.28	3.77
June 12, 2018	(2000)	10.00	10.00	Cash	Transfer	(0.10)	(0.06)
February 23, 2019	3,80,380	10.00	30.00	Cash	Conversion of Loan into Equity	19.11	11.46



Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share(₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
Mr. Arpit Rajnikant Mehta							
April 16, 2019	4,75,542	10.00	-	Other than Cash	Bonus Issue	23.90	14.33
Total	10,03,922					50.45	30.26

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share(₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
Mrs. Rajal Arpit Mehta							
January 23, 2007	1,00,000	10.00	10.00	Cash	Further Allotment	5.03	3.01
February 09, 2018	(45,000)	10.00	10.00	Cash	Transfer	(2.26)	(1.36)
February 23, 2019	49,390	10.00	30.00	Cash	Conversion of Loan into Equity	2.48	1.49
April 16, 2019	93,951	10.00	-	Other than Cash	Bonus Issue	4.72	2.83
Total	1,98,341					9.97	5.98

b) Details of Promoters' Contribution Locked-in for Three (3) Years

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations 2018, an aggregate of at least 20% of the post-Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment.

All the Equity Shares of our Company held by our Promoters shall be held in dematerialized form prior to filing of the Prospectus with the RoC.

Our Promoters have consented to the inclusion of such number of the Equity Shares held by them, in aggregate, as may constitute 20% of the Post-Issue capital of our Company as Promoters' contribution and the Equity Shares proposed to form part of Promoters' contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoters during the period starting from the date of filing this Prospectus with the Stock Exchange until the date of commencement of the lock-in period.

Accordingly, Equity Shares aggregating to 20% of the Post-Issue capital of our Company, held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment in the Issue as follows:



Details of Promoter's Contribution						
Date of Allotment and Made Fully Paid-up / Acquisition	Nature of Consideration (Cash/Other than Cash)	Number of Equity Shares Allotted/ Acquired/ Transferred	Face Value (₹)	Issue/ Acquisition Price (₹)	% of Post-Issue Share Capital	Period of Lock-in
Mr. Arpit Rajnikant Mehta						
February 23, 2019	Cash	3,80,380	10	30.00	11.46%	3 years
April 16, 2019	Other than Cash	2,83,620	10	NIL	8.55%	3 years
Grand Total		6,64,000			20.01%	

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoters' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this respect, we confirm the following:

- i) that the minimum promoter's contribution does not consist of Equity Shares acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
- ii) that the minimum promoter's contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution;
- iii) that the minimum promoter's contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Prospectus at a price lower than the price at which the Equity Shares are being Issued to the public in the Issue;
- iv) that the Equity Shares held by our Promoters which are offered for minimum Promoters' contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoters are in the process of being dematerialized and shall be held in dematerialized form prior to the filing of the Prospectus.

c) Details of Equity Shares Locked-in for one (1) year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares issued to the Promoters for the Minimum Promoter's Contribution, which will be locked-in as minimum Promoters' contribution for three (3) years, all the Pre-Issue Equity Shares shall be subject to lock-in for a period of one (1) year from the date of Allotment.

The Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferrable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

d) Other requirements in respect of lock-in

In terms of Regulation 242 of the SEBI (ICDR) Regulations, locked-in Equity Shares for one (1) year held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoters' contribution can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than our Promoters prior to the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has expired.

Further, in terms of Regulation 243 of SEBI (ICDR) Regulations, the Equity Shares held by our Promoters may be transferred to and among the Promoters 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 Takeover Regulations and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has expired.

- e) We further confirm that our Promoters Contribution of 20% of the Post-Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

8. Shareholding of our Promoters & Promoter Group

The table below presents the shareholding of our Promoters and Promoter Group, who hold Equity Shares as on the date of filing of this Prospectus:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
Promoters (A)				
Mr. Arpit Rajnikant Mehta	10,03,922	50.45	10,03,922	30.26
Mrs. Rajal Arpit Mehta	1,98,341	9.97	1,98,341	5.98
Promoter Group (B)				
Rajnikant Mehta	9,500	0.48	9,500	0.29
Naliniben Rajnikant Mehta	13,933	0.70	13,933	0.42
Luvv Arpit Mehta	82,332	4.14	82,332	2.48
Total (A+B)	13,08,028	65.73	13,09,028	39.43

9. The average cost of acquisition of or subscription to Equity Shares by our promoters is set forth in the table below:

Name of Promoters	Number of Shares	Cost of Acquisition
Mr. Arpit Rajnikant Mehta	10,03,922	12.84
Mrs. Rajal Arpit Mehta	1,98,341	10.24

10. Acquisition and sale/transfer of Equity Shares by our Promoters in last one (1) year

Except as stated in Build-up of our Promoters' Shareholding, There has been no acquisition, sale or transfer of Equity Shares by our Promoters in the last one (1) year preceding the date of filing of this Prospectus.



11. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of the SEBI Listing Regulations as on the date of this Prospectus:



Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares under Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. As a % of total Shares held (a)			No. As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total							
(A)	Promoter & Promoter Group	5	13,08,028	N.A	N.A	13,09,028	65.73	13,09,028	-	13,09,028	65.73	-	65.73	-	-	13,09,028	
(B)	Public	21	682,005	N.A	N.A	682,005	34.27	682,005	-	682,005	34.27	-	34.27	-	-	652938	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	26	19,90,033			19,90,033	100.00	19,90,033		19,90,033	100.00		100.00	-	-	1309028	

- We have entered into tripartite agreement with both depositories.
- 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 has confirmed that the Equity Shares held by the Promoters and Promoter Group are in dematerialized prior to the filing of Prospectus with the RoC.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

12. Except as set out below, none of the directors and Key Managerial Personnel of our Company are holding any Equity Shares in our Company:

Particulars	Number of Equity Shares	Pre- Issue Percentage holding (%)
Arpit Rajnikant Mehta	10,03,922	50.45
Rajal Arpit Mehta	1,98,341	9.97
Rajnikant Mehta	9,500	0.48
Naliniben Rajnikant Mehta	13,933	0.70
Luvv Arpit Mehta	82,332	4.14
Smit Barot	1,900	0.10
Samir Mehta	1,900	0.10
Total	13,11,828	65.92

13. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this Prospectus.
14. Except as mentioned below, none of the persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Prospectus.

Particulars	Number of Equity Shares	Pre-Issue Percentage holding (%)
M/s. Aashirvad Vision Pvt. Ltd.	5,53,280	27.80
Kinjalben Jigarbhai Patel	28,500	1.43
Total	5,81,780	29.23

15. Top Ten Shareholders of our Company

- a. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Prospectus :

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1	Arpit Rajnikant Mehta	10,03,922	50.45
2	Rajal Arpit Mehta	1,98,341	9.97
3	Luvv Arpit Mehta	82,332	4.14
4	Kinjalben Jigarbhai Patel	28,500	1.43
5	Aashirvad Vision Pvt. Ltd.	5,53,280	27.80
	Total	18,66,375	93.79



b. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Prospectus :

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1.	Arpit Mehta	10,03,922	50.45
2.	Rajal Arpit Mehta	1,98,341	9.97
3.	Luvv Arpit Mehta	82,332	4.14
4.	Kinjalben Jigarbhai Patel	28,500	1.43
5.	Aashirvad Vision Pvt. Ltd.	5,53,280	27.80
Total		18,66,375	93.79

c. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Prospectus :

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1.	Rajnikanth Mehta	5,000	2
2.	Naliniben Mehta	5,000	2
3.	Arpit Mehta	1,50,000	60
4.	Rajal Mehta	55,000	22
5.	Luvv Mehta	35,000	14
Total		2,50,000	100

d. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two year prior to the date of the Prospectus :

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1.	Ashok Purohit	29,990	2
2.	Lalit Purohit	10	2
3.	Citypulse Media(India) Limited	95,000	60
4.	Rajal Mehta	25,000	22
5.	Arpit Mehta	1,00,000	14
Total		2,50,000	100

16. Till date Company has not introduced any employee's stock option schemes/ employees stock purchase schemes.

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Prospectus.

18. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of the Issue.

19. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.



20. None of the Promoters, Promoter Group, the Directors and their relatives have purchased or sold any Equity Shares during the period of six (6) months immediately preceding the date of filing of this Prospectus with the Stock Exchange, save and except as disclosed under points 7 above.
21. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
22. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Prospectus.
23. The Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus.
24. Our Company shall comply with such disclosures and accounting norms as may be specified by SEBI and other regulatory authorities from time to time.
25. The Equity Shares issued pursuant to this Issue shall be fully paid-up.
26. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Prospectus.
27. As on date of this Prospectus, our Company has twenty Six (26) shareholders.
28. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Prospectus.
29. Our Company does not have any proposal or intention to alter the equity capital structure by way of split/ consolidation of the denomination of the Equity Shares, or the issue of securities on a preferential basis or issue of bonus or rights or further public issue of securities or qualified institutions placement within a period of six (6) months from the date of opening of the Issue. However, if business needs of our Company so require, our Company may alter the capital structure by way of split / consolidation of the denomination of the Equity Shares / issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required.
30. Our Company has not revalued its assets.
31. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the Post-Issue Paid-up Capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to three (3) years lock-in shall be suitably increased; so as to ensure that 20% of the Post-Issue Paid-up Capital is locked in.
32. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation



with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

33. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 268 of SEBI (ICDR) Regulations, 2018.
34. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
35. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net Issue to the public portion.
36. There are no Equity Shares against which depository receipts have been issued.
37. Other than the Equity Shares, there is no other class of securities issued by our Company.
38. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering this Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within twenty-four (24) hours of such transactions being completed.
39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, the Issue is being made for at least 25% of the Post-Issue Paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time.
40. Our Promoters and members of our Promoter Group will not participate in this Issue.
41. The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Prospectus.
42. No Pre-Issue Shares have been issued out of revaluation reserve.

SECTION VII - PARTICULAR OF THE ISSUE

OBJECT OF THE ISSUE

Requirement of Funds:

Our Company proposes to utilize the issue proceeds towards the following objects:

- I. Setting up of new miniplex /Multiplex;
- II. General corporate purpose and
- III. To Meet the Issue Expenses
(Collectively, herein referred as the “Objects”)

Our Company proposes to utilize the issue proceeds from the Issue towards funding the following objects and achieve the benefits of listing the equity shares on the BSE SME platform. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

The main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

Utilization of Issue Proceeds:

The details of the proceeds of the Issue are summarized below:

(₹ In Lakhs)

Particulars		Amount
1	Gross Proceeds	398.40
2	(Less) Issue related expenses	52.40
3	Net Proceeds	346.00

Utilisation of Issue Proceeds

The Issue Proceeds are proposed to be utilised towards the following objects:

(₹ In Lakhs)

Sr. No	Particulars	Amount	Percentage of Gross Proceeds	Percentage of Net Proceeds
1	Setting up of new miniplex /Multiplex	270.59	67.92	78.21
2	General Corporate Purpose	75.41	18.93	21.79
Total Net Proceeds		346.00	86.85	100.00

Means of Finance:

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

(₹ In Lakhs)



Objects of the Issue	Amount Required	IPO Proceeds	Internal Accruals / Net Worth
Setting up of new miniplex / Multiplex	270.59	270.59	-
General Corporate Purpose	75.41	75.41	-
To Meet the Issue Expenses@	52.40	42.40	10.00

The fund requirements for the Objects are based on internal management estimates and quotations received from vendors and have not been appraised by any bank or financial institution.

Since the entire fund requirements are to be funded from the proceeds of the Issue. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the proceeds from the Issue in accordance with Regulation 230(2) of the SEBI (ICDR) Regulations 2018. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated costs of the Objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled **“Risk Factors”** beginning on page no. 16 of this Prospectus.

Proposed schedule of implementation and deployment of the Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule as stated below:

(₹ In Lakhs)

Sl. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2020)
1	Setting up of new miniplex /Multiplex	270.59	270.59
2	General corporate purpose	75.41	75.41
	Total	346.00	346.00

Details of the Utilization of the Issue proceeds

1. Setting up of new miniplex /Multiplex

We are in the process of setting up one miniplex /multiplex of two screen in Kheda District of Gujarat. The anticipated expenditures we propose to incur for the said miniplex /multiplex shall be in the following manner:

The break-up of the quotation for two screen miniplex /multiplex are as follows:

(₹ In Lakhs)

Particulars	Quantity(Pieces)	Amount (₹)*
Speakers, Amplifies Processors, Woofer, Projectors and other Sound Equipment's ⁽¹⁾	53	50.47
Furniture, Fixtures and Equipment ⁽²⁾	-	75.95
Chairs ⁽³⁾	600	31.86
Acoustic Ceiling, Wall Penalling, Flooring Carpet, Foyer & Toilets Gypsum Ceiling& Other ⁽⁴⁾	32650	50.50
Supply of one piece of 125KVA Ashok Leyland CPCB II Emission Norms Silent D.G. set with AMF Panel ⁽⁵⁾	2	34.22
Panasonic Ductable Air Conditioner and Ducting Coasting ⁽⁶⁾	6	27.59
Total		270.59

* Above amount included GST.

(1) As per the Quotation received from Chex audio video solution Pvt. Ltd. dated April 13, 2019.

(2) As per the Quotation received from Jay Ambe Furniture dated March 21, 2019, Ravi Fabrication Material & Works dated March 25, 2019

(3) As per the Quotation received from Nisha Décor dated April 09, 2019.

(4) As per the Quotation received from Khushnuma Enterprise dated April 08, 2019.

(5) As per the Quotation received from Ashok Leyland dated April 13, 2019

(6) As per the Quotation received from Vimal Electronics dated March 26, 2019.

For the miniplex /multiplex listed above, we will apply for necessary statutory and governmental approvals at appropriate stages of the development of the project. We intend to enter into definitive contractual arrangements with the developers / property owners in respect of our new cinema simultaneous to handover of the cinemas to us for fit outs.

While we have estimated the cost of the required plant, machinery and other services and equipment based on the rates in our existing contracts and projects and our anticipated scope of work in the new Theatres, the actual costs could vary in the course of implementation. We have not incurred any amount in respect of the above mentioned miniplex /Multiplex.

2. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects 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;
- (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.

3. To Meet the Issue Expenses

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹ 52.00 Lakhs which is 13.05 % of the Issue Size. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

(₹ In Lakh)

Activity	Expenses	Expenses (%) of total Issue expenses)	Expenses (%) of Gross Issue Proceeds)
Fees payable to Lead Manager, RTA, Legal Counsel, Market Maker, Advisor , Peer Review Auditor, Brokerage & Selling Commission	42.00	80.15	10.54
Fees Payable to Advertising and Marketing Expenses	3.40	6.49	0.85
Fees Payable to Regulators including Stock Exchange, NSDL/CDSL, Processing fees to Issuer Banks for UPI mechanism	3.50	6.68	0.88
Printing , Stationery Expenses and other Miscellaneous Expenses	3.50	6.68	0.88
Total Estimated Issue Expenses	52.40	100.00	13.15%

Funds Deployed and Sources of Funds Deployed:

As on the date of Prospectus, the following funds have been deployed for the proposed object of the Issue:

(₹ In Lakhs)

Particulars	Amount deployed
Issue Expenses [^]	10.00
Total	10.00

[^] Excluding applicable tax

Sources of Financing for the Funds Deployed:

(₹ In Lakhs)

Particulars	Amount deployed
Internal Accruals	10.00
Total	10.00

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization and the fund requirements for the Objects are based on the internal management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition



and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and/or secured/unsecured Loans.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any banks or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the size of the Issue is less than ₹ 10,000 Lakhs. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds, including interim use, under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will also indicate investments, if any, of the unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee, the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement will be certified by the statutory auditors of our Company.

Further, in accordance with the Listing Regulations, our Company shall furnish to the Stock Exchange, a statement indicating (i) material deviations, if any, in the utilisation of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee. In the event of any deviation in the use of Net Proceeds from the Objects, as stated above, our Company shall intimate the same to the Stock Exchange without delay.

Interim Use of Net Proceeds

The Proceeds of the Issue pending utilisation for the purposes stated in this section shall be deposited 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 it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.



Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would 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

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by our Company as consideration to our Promoters and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Lead Manager, on the basis of an assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. Investors should also refer to the sections “*Risk Factors*” and “*Restated Financial Information*” and chapters titled “*Our Business*” beginning on pages 16, 130 and 83 respectively of this Prospectus, to have a more informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

- **Strategic selection of location**

We believe that it possesses the ability to identify locations with potential for growth for its business particularly in rural area in the state of Gujarat. Out of the 14 locations, in three location i.e. Ambaji, Khedbramha, Bareja, as there are no miniplex / multiplexes, there are no competition from the peer company. One of the important factors of continued growth has been the ability to open and operate business at such locations. We have efficient selection process that takes into consideration various factors such as location visibility, presence of competition, household count etc. It helps us to conduct a return-on-investment analysis based on projected sales and profitability to determine the financial feasibility at such location.

- **Research backed investment**

We carry out in-depth research comprising of population segments, income patterns, spending habits, preferences and alternatives of consumers, as well as regulatory framework before selecting the cities where we wish to set up a miniplex /multiplex.

- **Promoter’s experience in film industry**

Mr. Arpit Mehta, CEO and our Promoters, are well experienced in the film exhibition and production sector. He is focused on the film exhibition business and has contributed to our development and growth. He has been awarded in one of the most famous Gujarati film “Love is Blind” for the Best Film of the year 2005-2006 by the Government of Gujarat.

- **Reasonable Price**

At City Pulse Multiplex, we always try to reduce the gap between people and bring them under the same roof and try to make entertainment reach each individual at a reasonable and affordable price. We have cinemas have a concession candy / snack bars. The snack bars follow the station concept with multiple counters offering variety of products with speed. Our foods & beverages division is involved with serving quality food & beverages and working out cost effective deals and better selling concepts so as to reduce the cost of products and increase profits.

- **Ticket Booking Facility**

Apart from direct box office bookings, online ticketing, tele-booking, facility for home delivery of tickets is also available at some of the locations. Our Company is an Exclusive partner with Paytm for the online booking of tickets.

- **Latest available projection and sound systems**



Our all cinemas are equipped with Dolby Digital Surround Sound format. Most of the cinemas have 'Harkness' Screens with 2k projector and server.

- **Pleasant Ambience and Auditorium Comfort**

We give utmost priority to ambience by providing attractive layouts, display area, lighting, music, lobby design etc which differentiates it from others players in the Industry. We have has designed auditoriums that give a better audio and video experience and seating comfort to viewers.

For further details, refer to heading "Our Competitive Strengths" under chapter titled "**Our Business**" on page 83 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the Restated Financial Information the Financial Years 2019, 2018, and 2017 prepared in accordance with AS. Some of the quantitative factors, which form the basis or computing the price, are as follows:

1. Basic and Diluted Earnings per Share ("EPS") as adjusted for changes in capital As per Restated Financial Information:

Period	Restated	
	Basic/ Diluted (₹)	Weights
FY 2016-17	3.98	1
FY 2017-18	10.51	2
FY 2018-19	16.66	3
Weighted Average	12.50	
Adjusted EPS	2.97	

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 30.00 per Equity Share of face value of ₹10.00 each fully paid up

Particulars	EPS (in ₹)	P/E Ratio
P/E ratio based on Basic and Diluted EPS for FY 2018-19	16.66	1.80
P/E ratio based on Basic and Diluted Weighted Average EPS	12.50	2.40

3. Average Return on Net Worth (RoNW)

Period	Restated	
	RoNW (%)	Weights
FY 2016-17	-12.43%	1
FY 2017-18	-48.81%	2
FY 2018-19	24.85%	3
Weighted Average	-0.06	

4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue Basic and Diluted EPS of ₹ 16.66 for the Financial Year 2018-19 (Based on the Restated Financial) – 86.88%.

**5. Net Asset Value (NAV) per Equity Share of face value of ₹ 10.00 each ***

Net Asset Value (NAV) per Equity Share	Per Equity Share
Net Asset Value per Equity Share as of March 31, 2019 as per Restated Financial Statement	22.71
Net Asset Value per Equity Share after issue	19.18
Issue price per Equity Share	30.00

**Net asset value per share (in ₹) = Net worth as at the end of the period/year / Number of equity shares outstanding at the end of the period / year*

6. Comparison of accounting ratios of the issuer with the peer group

Name of Company	Face Value (₹)	Issue Price CMP(₹)	EPS (Basic & Dilluted) (₹)	P/E Ratio	RoNW (%)	NAV (₹)
City Pulse Multiplex Limited	10	30.00	16.66	1.80	-0.06	22.71
Peer Company						
Inox Leisure	10.00	324.05	13.30	24.36	18.50	93.70
PVR	10.00	1640.50	39.20	41.83	12.20	265.20

(Source: Capital Market Vol. XXXIV / 08 June 03-16, 2019)

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹. 30.00 per share for the Public Issue is justified in view of the above parameters. For further details see section titled “**Risk Factors**” beginning on page **16** of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled “**Restated Financial Information**” beginning on page **130** of this Prospectus for a more informed view. The Face Value of the Equity Shares is ₹. 10.00 per share and the Issue Price is 3.0 times of the face value i.e. ₹. 30.00 per share.



TAX BENEFITS

Statement of Possible Tax Benefits

To,

City Pulse Multiplex Limited
401, 4th Floor, Sachet 1,
Swastik Cross Road, Navrangpura,
Ahmedabad-380009, Gujarat, India.

(The “Lead Manager”)

Ladies and Gentlemen:

Proposed initial public offering (the “Issue”) of equity shares (the “Equity Shares”) by City Pulse Multiplex Limited (the “Company”)

We hereby report that the enclosed statement is in connection with the possible special tax benefits available to the Company under the Income-tax Act, 1961, (and indirect tax laws), presently in force in India.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We do not express any opinion or provide any assurance as to whether:

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

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

We hereby indemnify and keep indemnified, saved, defended and harmless the Lead Manager and Legal Advisors to the proposed IPO of the Company and all persons claiming under them (“**Indemnified Persons**”), from and against all losses and/or damages arising as a result of the aforementioned representations made by me/us in order to disclose details of the same in the Offer Documents including the Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus etc., for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the



City Pulse Multiplex Limited

Lead Manager and/or Legal Advisor to the Issue as a result of any statements, representations, assurances, confirmations herein under given being untrue

Yours faithfully,

FOR O R MALOO & CO.

(Chartered Accountants)

FRN: 135561W

CA OMKAR MALOO

(PARTNER)

Membership No: 044074

Place: Ahmedabad

Date: 15/04/19



STATEMENT OF POSSIBLE TAX BENEFITS

To

The Board of Directors

City Pulse Multiplex Limited

401, 4th Floor, Sachet 1, Swastik Cross Road,

Navrangpura, Ahmedabad-380009, Gujarat, India

Dear Sir/Ma'am,

Sub: Proposed Initial Public Offering (IPO) of the Equity Shares of the City Pulse Multiplex Limited, (the "Company"), pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the "Act").

1. This report is issued in accordance with the terms of our engagement.
2. The accompanying Statement of Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as "the Statement") under the Income Tax Act, 1961 (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2018 (hereinafter referred to as the "Income Tax Regulations") and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax Rules, Circulars and Notifications) has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

Management's responsibility

1. The preparation of this Statement as of the date of our report which is to be included in the Draft Prospectus/ Prospectus (the "Offer Document") is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company, for the purpose set out in paragraph 12 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's responsibility

1. Our work has been carried out in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.
2. Pursuant to the SEBI Regulations and the Act, it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the special tax benefits available as of March 31, 2019 to the Company and the shareholders of the Company, in accordance with the Income Tax Regulations as at the date of our report.
3. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI Regulations in connection with the Offering.
4. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI



Inherent Limitations

1. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information
2. Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive
3. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue

Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

1. In our opinion, the Statement prepared by the Company presents, in all material respects, the special tax benefits available as of March 31, 2019, to the Company and the shareholders of the Company, in accordance with the Income Tax Regulations & other Indirect Tax Regulations as at the date of our report.

Considering the matter referred to in paragraph 5 above, we are unable to express any opinion or provide any assurance as to whether:

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

Restriction on Use

2. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Offer Document, prepared in connection with the Offer to be filed by the Company with the SEBI and the concerned stock exchange.

FOR O R MALOO & CO.

(Chartered Accountants)

FRN: 135561W

CA OMKAR MALOO

(PARTNER)

Membership No: 044074

Place: Ahmedabad

Date: 15/04/19

SECTION VIII - ABOUT THE ISSUER

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 other industry sources. Neither we nor any other person connected with this 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 their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.

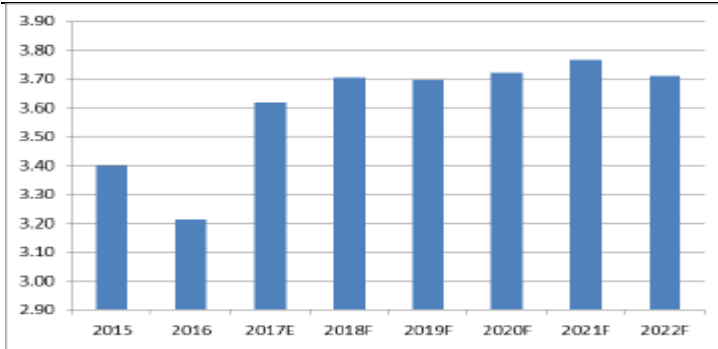
GLOBAL ECONOMIC OUTLOOK

In the first half of 2018, global growth shed some of the strong momentum registered in the second half of last year, and the expansion became less synchronized across countries. Activity moderated more than expected in some large advanced economies from its strong pace last year, while the emerging market and developing economy group continued to expand at broadly the same pace as in 2017. Among advanced economies, growth disappointed in the euro area and the United Kingdom. Slower export growth after a strong surge in the final quarter of 2017 contributed notably to the euro area slowdown. Higher energy prices helped dampen demand in energy importers, while some countries were also affected by political uncertainty or industrial actions.

In the United Kingdom, growth moderated more than anticipated, partly because of weather-related disruptions in the first quarter. Set against these developments, the US economy maintained robust growth, particularly in the second quarter, with private sector activity buoyed further by sizable fiscal stimulus. Aggregate growth in the emerging market and developing economy group stabilized in the first half of 2018. Emerging Asia continued to register strong growth, supported by a domestic demand-led pickup in the Indian economy from a four-year-low pace of expansion in 2017, even as activity in China moderated in the second quarter in response to regulatory tightening of the property sector and nonbank financial intermediation. Higher oil prices lifted growth among fuel-exporting economies in sub-Saharan Africa and the Middle East. The recovery in Latin America continued, though at a more subdued pace than anticipated as tighter financial conditions and a drought weighed on growth in Argentina and a nationwide truckers' strike disrupted production in Brazil.

Banking on the resurgence of global majors and the continuing policy stimulus-driven growth in China, India and similar economies, the outlook for global GDP growth for 2018 is 3.7%. While the U.S. is expected to see a modest growth pick-up due to stronger business and consumer confidence, both Europe and Japan are forecast to have stronger and sustained momentum with diminished political uncertainty and growing private consumption respectively.

Exhibit 1: GDP Real Growth, Global, 2014-2021 (%)



Source: IMF

Global Growth Outlook

Global growth is projected at 3.7 percent in 2018 and 2019, 0.2 percentage point below the April 2018 WEO, even though well above its level during 2012–16. Differences in the outlook across countries and regions are notable (Table 1.1, Annex Tables 1.1.1–1.1.7, and Boxes 1.2 and 1.3 provide details of country projections). Global growth is expected to remain steady at 3.7 percent in 2020, as the decline in advanced economy growth with the unwinding of the US fiscal stimulus and the fading of the favorable spillovers from US demand to trading partners is offset by a pickup in emerging market and developing economy growth. Thereafter, global growth is projected to slow to 3.6 percent by 2022–23, largely reflecting a moderation in advanced economy growth toward the potential of that group.

Growth in advanced economies will remain well above trend at 2.4 percent in 2018, before softening to 2.1 percent in 2019. The forecast for both years is 0.1 percentage point weaker than in the April 2018 WEO. In 2018, weaker-than-expected outturns in the first half of the year have led to downward revisions for the euro area and the United Kingdom. In 2019, recent trade measures are expected to weigh on economic activity, especially in the United States, where the 2019 growth forecast was revised down by 0.2 percentage point. Growth is expected to decline to 1.8 percent in 2020 as the US fiscal stimulus begins to unwind and euro area growth moderates toward its medium-term potential. Growth is projected to fall to 1.4 percent later on as working-age population growth continues to slow and productivity growth remains moderate. With emerging Asia continuing to expand at a strong pace—despite a 0.3 percentage point downward revision to the 2019 growth forecast mostly driven by recently announced trade measures—and activity in commodity exporters firming, growth in the emerging market and developing economy group is set to remain steady at 4.7 percent in 2018–19. Over the medium term, growth is projected to rise to slightly less than 5 percent. Beyond 2019, the aggregate growth rate for the group reflects offsetting developments as growth moderates to a sustainable pace in China, while it improves in India (owing to structural reforms and a still-favorable demographic dividend), commodity exporters (though to rates below the average of recent decades), and some economies experiencing macroeconomic stress in 2018–19. In comparison with the April 2018 WEO, the growth forecast for emerging market and developing economies was marked down for 2018 and 2019 by 0.2 percentage point and 0.4 percentage point, respectively, and for 2020–23 by about 0.2 percentage point. For 2018–19, the main sources of the downward revision are the negative expected impact of the trade measures implemented since the April 2018 WEO on activity in China and other economies in emerging Asia, much weaker activity in Iran following the reimposition of US sanctions, a sharp projected slowdown in Turkey following the ongoing market turmoil, and a more subdued outlook for large economies in Latin America (Argentina, Brazil, Mexico). Over 2020–23, the revisions primarily reflect a downward reassessment of the still-strong growth prospects for India and a lower growth forecast for Pakistan and Turkey, in addition to continued weaker growth in Iran.

(Source: IMF)

The pickup in global activity that started in the second half of 2016 gathered steam in the first half of 2017, reflecting firmer domestic demand growth in advanced economies and China and improved performance in

other large emerging market economies. Growth in China and other emerging Asia remains strong, and the still-difficult conditions faced by several commodity exporters in Latin America, the Commonwealth of Independent states, and sub-Saharan Africa show some signs of improvement. In advanced economies, the notable 2017 growth pickup is broad based, with stronger activity in the United States and Canada, the Euro area and Japan. Prospects for medium-term growth are more subdued, however, as negative output gaps shrink (leaving less scope for cyclical improvement) and demographic factors and weak productivity weigh on potential growth. The welcome cyclical pickup in global economic activity after disappointing growth over the past few years provides an ideal window of opportunity to undertake key reforms designed to boost potential output and ensure that its benefits are broadly shared and to build resilience against downside risks. With countries still facing differences in cyclical conditions, varied stances of monetary and fiscal policy remain appropriate. Completing the economic recovery and adopting strategies to ensure fiscal sustainability remain important goals in many economies. The continued recovery in global investment stimulated stronger manufacturing activity. World trade growth moderated in the second quarter after expanding very rapidly in the first. Strong trade growth is a sign of strong economic growth, as trade provide a way for developing and emerging economies to grow quickly, and strong import growth is associated with faster growth in the developed countries. World trade growth was weaker in 2016 (1.3% in 2016 in comparison to 2.6% in 2015, WTO press release, 2017), due to falling import demand and slowing GDP growth in several major developing economies as well as in North America. However, in 2017, trade rebounded strongly (world trade growth is 3.6 % in 2017(P), WTO Press Release, Sep 2017) and this is attributed to a resurgence of Asian trade flows as intra-regional shipments picked up and as import demand in North America recovered after stalling in 2016.

Among emerging market and developing economies, higher domestic demand in China and continued recovery in key emerging market economies supported growth in the first half of 2017. In India, growth momentum slowed, reflecting the persisting impact of its currency exchange initiative as well as uncertainty related to the mid-year introduction of the country-wide Goods and Services Tax.

India's growth projection for 2017 has been revised down to 6.7 per cent (7.2 per cent in April), reflecting still persisting disruptions associated with the currency exchange initiative introduced in November 8, 2016 as well as the transition costs related to the launch of the National Goods and Services Tax in July 2017.

The latter move, which promises the unification of India's vast domestic market, is among several key structural reforms under implementation that are expected to help push growth above 8 per cent in the medium term.

(Source: Department of Commerce / Annual Report 2017-18)

OVERVIEW OF INDIAN ECONOMY

Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market size

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

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

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

Government Initiatives

The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at ₹ 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates).

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

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

- In February 2019, the Government of India approved the National Policy on Software Products – 2019, to develop the country as a software hub.
- The National Mineral Policy 2019, National Electronics Policy 2019 and Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles (FAME II) have also been approved by the Government of India in 2019.

- Village electrification in India was completed in April 2018. Universal household electrification is expected to be achieved by March 2019 end.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US\$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

Road Ahead

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

India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by Price waterhouse Coopers.

Source: www.ibef.org

OVERVIEW INDIAN MEDIA AND ENTERTAINMENT (M&E) INDUSTRY

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

The Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product.

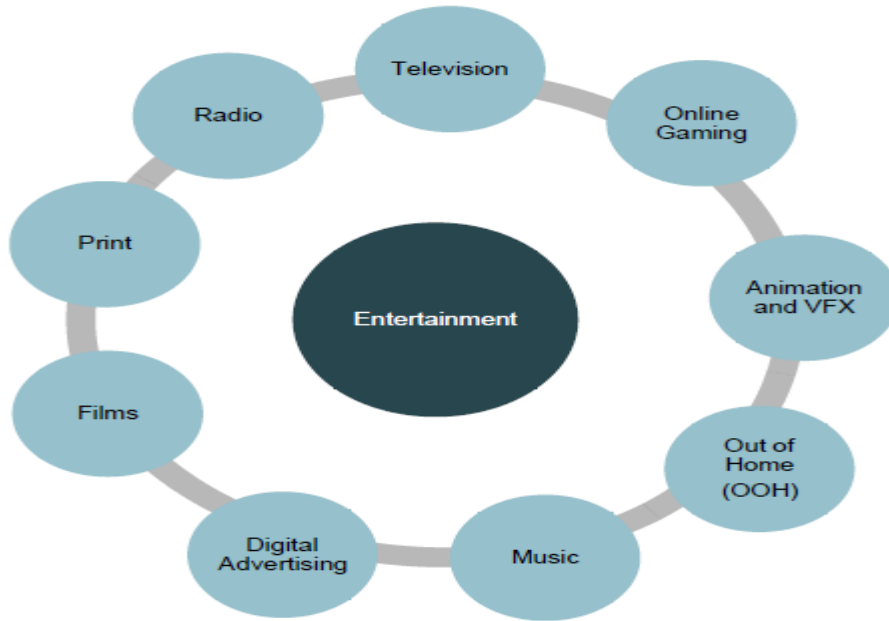
Market Dynamics

Indian media and entertainment (M&E) industry grew at a CAGR of 10.90 per cent from FY17-18; and is expected to grow at a CAGR of 13.10 per cent to touch Rs 2,660.20 billion (US\$ 39.68 billion) by FY23 from ₹ 1,436.00 billion (US\$ 22.28 billion) in FY18. India's media consumption has grown at a CAGR of 9 per cent between 2012-18, almost nine times that of US and two times that of China. The industry provides employment to 3.5-4 million people, including both direct and indirect employment in CY 2017.

Newspaper readership in India has increased by 40 per cent to 407 million in 2017 from 295 million in 2014.

India’s advertising revenue is projected to reach ₹ 1,232.70 billion (US\$ 18.39 billion) in FY23 from ₹ 608.30 billion (US\$ 9.44 billion) in FY18.

Segment of Entertainment Industry



Summary of Indian Media and Entertainment (M&E)

<p>Second largest TV market</p> <p>One of the largest broadcasting market</p>	<ul style="list-style-type: none"> Indian television market has an opportunity of catering to 100 million homes as 197 million homes out of the total 298 million have TV sets as of 2017. In 2017,television viewership in India grew at the rate of 12 percent y-o-y In FY18, television market generated a revenue of Rs 651.90 billion (US\$ 10.11 billion). Total of 243 FM channels (21 from the Phase - I and 222 from Phase – II) are operational.Under the phase III, the Cabinet has already given permission to 162 FM channels in 69 cities to operate and 17 cities were provided with licenses to operate in 2017. Telecom Regulatory Authority of India (TRAI) plans to introduce a policy for broadcasting sector with a vision of 2020. The policy aims to usher a new era in the broadcasting sector where MRP of the TV channel will be declared by broadcasters directly to the consumers, and will bring more transparency and choices to the consumers.
<p>Fast growing animation industry</p>	<ul style="list-style-type: none"> Animation and VFX industry in India reached ₹ 73.90 billion (US\$ 1.15 billion) in FY18 from Rs 62.30 billion (US\$ 928.60 million) in FY17, growing at a CAGR of 18.60 per cent. During 2018-2023, the segment is expected to grow at a higher CAGR of 15.50 per cent, largely led by the continued growth in outsourced services and the swelling use of animation and VFX services in the domestic television and film space, respectively.
<p>Exceptional growth in</p>	<ul style="list-style-type: none"> Digitalisation has played the major role in the growth of Indian film industry. The Indian film industry is expected to grow at a rate of 11.9 per



film industry	<p>cent by 2020.</p> <ul style="list-style-type: none"> By 2019, cinema exhibition industry in India is expected to have over 3,000 multiplex screens.
Rising no of subscribers	<ul style="list-style-type: none"> Total subscriber base for Indian television industry is expected to increase to 195 million by 2019 from 183 million in 2017. As of June 2018, active DTH subscriber base in the country stood at around 69.37 million.

Source: www.ibef.org

Indian Film Industry

The Indian film industry is one of the largest film industry in the world in terms of the number of films produced and admissions each year.

The film industry comprises three segments:

- Film production: which involves the making of movies
- Film distribution: which involves the distribution of movies to cinemas, television, video stores etc.
- Film exhibition: which involves the exhibition of movies.

Film production: A producer is a person who invests in the film. Basically they are responsible for the physical facilities & are also given the credit of “produced by”. Among various producers, they are the traditional producers who invest in film under “production house”. Producers are responsible for all the expenses in film such as payment for the artists, technicians, other daily expenses during filming.

Cost of the Film/Budget of the Film: Cost of the film is sum total of pre-production, film production, post production & advertisement expenses.

Film Exhibition: Film exhibition is a retail branch of Cinema Industry, wherein the movie exhibition rights are purchased and the film is exhibited / shown / displayed to the end customer / viewer. The current technology involves exhibition through Satellite.

Film Distribution: Film distribution is the process of making a movie available for viewing by an audience. This is normally the task of a professional film distributor, who would determine the marketing strategy for the film, the media by which a film is to be exhibited or made available for viewing, and who may set the release date and other matters.

Organisation of the Indian Exhibition Sector

The Indian film exhibition sector can be divided into two segments: single and double-screen cinemas and multiplex cinemas, i.e., a cinema complex with three screens or more. Comparison of multiplexes and single-screen theatres on key parameters is represented in the table below:

Multiplex vs. Single-Screen Theatres

Parameter	Multiplex	Single Screen
Screens	<ul style="list-style-type: none"> Four to five 	<ul style="list-style-type: none"> One
Seats per screen	<ul style="list-style-type: none"> 250 - 275 	<ul style="list-style-type: none"> 1,000+
Average ticket price	<ul style="list-style-type: none"> ₹ 80 - 100 	<ul style="list-style-type: none"> ₹ 20 – 30
Property	<ul style="list-style-type: none"> Owned / Leased 	<ul style="list-style-type: none"> Owned
Entertainment tax benefit	<ul style="list-style-type: none"> Tax exemption for four to five years in some cases 	<ul style="list-style-type: none"> Nil
Advantages	<ul style="list-style-type: none"> Better quality Shares Costs Higher F & B revenue Flexibility in terms of screening times and 	<ul style="list-style-type: none"> Location advantage



	the number of screenings	
--	--------------------------	--

Advantages of Multiplexes

Multiplex Cinemas offer significant economic advantages over similar size single-screen theatres. The key economic advantages are as follows:

- **Better occupancy ratios:** Multiplex Cinemas have multiple screens with different seating capacities. The Multiplex Cinema operator can choose to show a movie in a larger or a smaller theatre based on its expected potential. This enables the Multiplex Cinema operator to maintain higher capacity utilization compared with a single-screen cinema.
- **Greater number of shows:** Each movie has a different screening duration. A Multiplex Cinema operator has the flexibility to decide on the screening schedule so as to maximize the number of shows in the Multiplexes, thus enabling it to generate a higher number of patrons.
- **Better cost management:** A Multiplex Cinema benefits from a set of shared facilities, such as the box office, toilets, food and beverage facilities and common manpower, resulting in a lower cost of overhead per screen.
- **Tax Rebates:** The government has accorded various tax rebates for multiplexes.

Multiplex Business Models

Operating models for multiplexes are typically based on business arrangements around ownership, viz:

- **Fully owned:** In this model the operator buys the land and constructs a multiplex or buys a part of a shopping mall and sets up the multiplex within. This model works where lease rentals are very high and capital costs are low.
- **Leased:** Here, an operator invests only in fit-outs and not in the whole property and pays a fixed rent to the mall-owner for the multiplex shell. This model is more capital-efficient and most preferred in a rapid expansion phase. In other variations the operator also shares a small portion of the sales as a variable component on top of the fixed rental.
- **Leased retrofits:** Retrofit arrangements are done on lease where the multiplex operator converts a theatre into a multiplex and operates it. The lease rentals here are low. This model works in areas where mall development is slow but the property location is exceptionally good for movie exhibition.
- **Theatre management:** As is obvious from the name, the multiplex operator provides management services for an already constructed multiplex. The revenues from this business are in the form of fixed fees or revenue sharing or a combination of both.

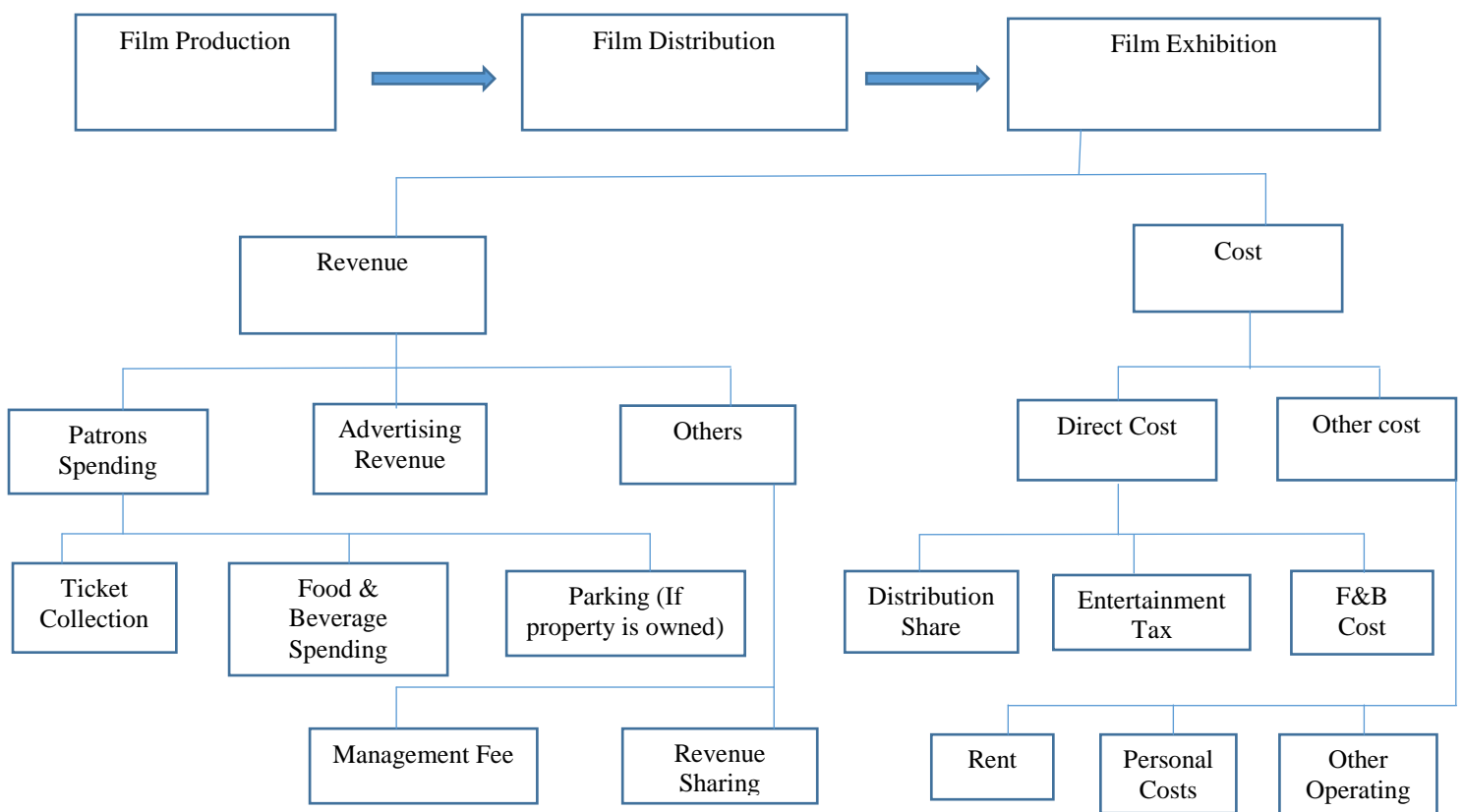
Key Growth Drivers

Favourable demographics, rising consumer incomes, real estate developments especially with emergence of new shopping malls, availability of better sourcing options both from within India and overseas, and changing lifestyles that bring the Indian consumer closer to the consumers in more developed markets are driving the growth of organized retailing.

- There has been a healthy growth in the number of households in the middle income and the higher income categories.
- Lower Liquidity Constraints, Borrowing constraints have substantially reduced with consumer finance companies becoming aggressive lenders.

- Favourable demographics are creating a new consumer class. Nearly two-third of India’s one billion plus population is under 35 years of age, making it one of the youngest nations in the world on a sizeable base.
 - Changing lifestyles, larger number of households, pushing up demand for consumer goods. These have a direct impact on the overall consumption patterns and fuels further growth of organized retail.
- Strong economic growth after liberalisation and increasing globalisation has resulted in higher household incomes, and these continue to rise with the Indian economy growing at a brisk pace.

BUSINESS MODEL



GROWTH OPPORTUNITIES

- Size of the Indian film industry is expected to touch ₹ 228.80 billion (US\$ 3.41 billion) by FY23, up from ₹ 158.90 billion (US\$ 2.47 billion) in FY18.
- It is projected to grow at a CAGR of 7.60 per cent during 2018-2023.
- In order to promote India as a location destination for foreign production houses, the government is setting up a single window clearance system for shooting permissions.
- To promote joint productions, co-production agreements have been signed with Italy, Germany, Brazil, UK, France, New Zealand, Poland, Spain and Canada

Source: www.ibef.org

TRENDS IN INDIAN FILM INDUSTRY

- The Indian film industry is largest producer of films globally with 400 production and corporate houses involved in film production.
- The revenues earned by the Indian film industry in 2018 would reach Rs 165.7 billion (US\$ 2.56 billion) and are expected to further grow at a CAGR 4.98 per cent during 2018-2020. Increasing share of Hollywood content in the Indian box office and 3D cinema is driving the growth of digital screens in the country

Source: www.ibef.org

POLICY TAKEN BY GOVERNMENT

Co-production treaties with various countries such as Italy, Brazil, UK and Germany to increase the export potential of the film industry

Granted 'industry' status in 2001 for easy access to institutional finance.

FDI of up to 100 per cent through the automatic route has been granted by government.

Entertainment tax to be subsumed in the GST; this would create a uniform tax rate regime across all states and will also reduce the tax burden

FOREIGN DIRECT INVESTMENT (FDI) IN MEDIA AND ENTERTAINMENT SECTOR

The government has liberalised FDI norms for various segments of Media and Entertainment industry. 100% FDI is permitted under automatic route in teleports, Direct to Home (DTH), Mobile TV, Cable networks and headend-in-the-sky broadcasting service (HITS).

For non-news and current affairs channels, 100% FDI is permitted via automatic route. Apart from granting industry status to the film production for better access to financing, the government has permitted 100% FDI under automatic route in the industry.

Source: <http://www.makeinindia.com>

KEY ACHIEVEMENTS

- FDI grew 1.8 times in Information & Broadcasting - from USD 1.9 billion (2010-14) to 3.4 billion (2014-18)
- Print Media Advertisement Policy 2016, to promote transparency and accountability
- Policy Guidelines for empanelment of Private FM radio stations
- National Film Heritage Mission (NFHM) launched at INR 597.41 crore
- Single window clearances for film shootings for foreign film makers in India
- Film and Television Institute approved in Arunachal Pradesh.
- INR 1,000 Million allocated for community radio stations.

Key initiatives for Entertainment Industry announced in Interim Budget 2019-20

Union Finance Minister Shri Piyush Goyal today announced key initiatives taken by the Government in the films sector in the Interim Budget 2019-20.

Hailing the entertainment industry as a major employment generator, he declared that the provision of single window clearance system for ease of shooting films, hitherto available only to foreigners, will now be made available to Indian filmmakers as well.

He also announced that the Government will introduce anti-camcording provisions in the Cinematograph Act to control the menace of piracy.



The entertainment industry has appreciated the announcement of single window clearance system as a significant step with a potential to play a role in boosting tourism, while stating that anti-camcording measures will assist in the industry's growth. The industry also expressed its delight at the acknowledgement by the Finance Minister of its contribution towards employment generation.

Source: Ministry of Information & Broadcasting

OUR BUSINESS

We are engaged in the business of operating and managing of miniplex /multiplexes. Our business portfolio is comprised of Film Exhibition, Film Production and Film Distribution. We were set up to carry out the business of setting up, operating and managing miniplex / multiplexes. Our company operates a chain of cinemas spread across in the state of Gujarat under the brand name ‘WOW Cine Pulse’. We are operating 14 screens with seating capacity of 3340 in Gujarat.

Evolution of our company:

We were set up to carry out the business of setting up, operating and managing a chain of miniplex / multiplexes under the brand name ‘WOW Cine Pulse’. Most of our miniplexes have small seating capacity (apprx 100 seats) with contemporary sound quality.

In 2006, we have produced our first film “Love is Blind” . “Love is Blind” had won award from Government of Gujarat in most categories of it being nominated for; to elaborate-Best Gujarati film of the year, best play back singer, best story writing / scripting, best direction and best sound recording.

We established first cinema theatre in Mehsana with two screens having a seating capacity of 433 seats in the year 2007. Presently, WOW Cine Pulse operates at 14 locations with 14 screens with a total of 3340 seats. The operational units are situated at key locations which offer a large catchment area. These operational units are surrounded by malls, food courts and restaurants along with adequate car parking facilities thus making them an attractive destination for patrons.

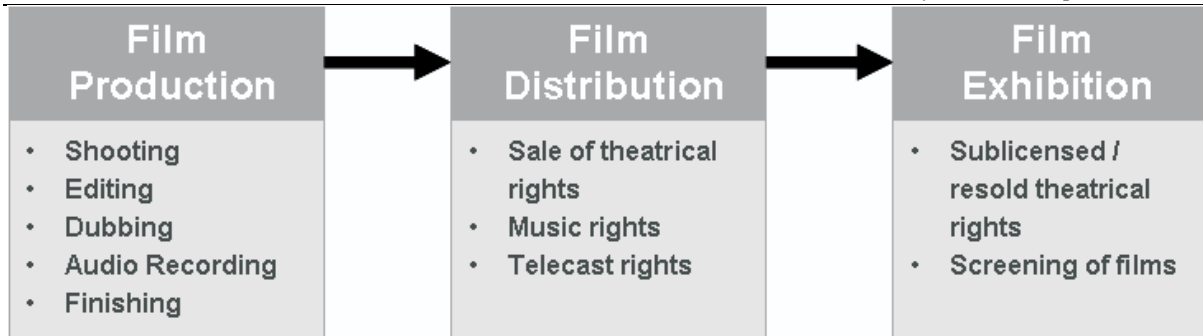
Our Company is proposing to launch the new Project i.e. “World on Wheel”. World on wheels is a first step of our Company in the field of “Innovation Entertainment”, first of its kind of cinema on wheels with all the miniplex / multiplex amenities with in it. Our Company had already purchased the containers required for this project.

The key milestones in evolution of our business are as follows:

Year	Key Milestones
2000	Company incorporation
2006	1 st Production of film “Love is Blind”, a Gujarati Film and won award from Government of Gujarat for best Gujarati film of the year.
2007	Opening miniplex / multiplex in Mehsana(double screen)
2011	Produced 2 nd Film “Devi Pujak ni Dekri”
2016	Opening miniplex /multiplex in Halol (single screen)
2017	Opening miniplex /multiplex in Chandkheda(four screen)
2018	Exclusive partnership in ticket booking with Paytm
2019	Proposing to launch the new Project i.e. “World on Wheel”.

OUR BUSINESS SEGMENTS

The Film Industry value chain can be broadly categorized into three segments: film production, film distribution and film exhibition. These can be further largely classified as under:



Currently, we are mainly in Film Exhibition business whereas in the past we also also produced two Gujarati Films.

Film Exhibition Business

A person who own theater is called an Exhibitor. Exhibition is the retail branch of the film industry which involves not the production or the distribution of motion pictures, but their screening. This involves usually for paying customers in a site devoted to such motion pictures, the Movie Theater, miniplex /multiplexes etc

This division operates a chain of cinemas which offers a rich experience to the patrons. We established its first cinema in Mehsana with two screens having a seating capacity of 433 seats in the year 2007. Today, WOW Cine Pulse operates at 14 locations with 14 screens with a total of 3340 seats. We believe that we are well-recognised film exhibition brands in the geographies where it operates. The operational units are situated at key locations which offer a large catchment area. These operational units are surrounded by malls, food courts and restaurants along with adequate car parking facilities thus making them an attractive destination for patrons. The following is summary statement of our operational miniplex /multiplexes:

DETAILS OF OUR OPERATING UNITS

Our current Operating Units are mainly in leased models (except one at Mehsana, Gujarat) and it currently operates the following cinemas in the state of Gujarat:

Details of our own operating unit:

Year	Location/Area	No. of Screens	No. of Seats
2007	City Survey Village, City Survey No 4010, Area 1077.25 Sq. Mts, Mehsana, Gujarat	2	433

In our owned Mehsana property, we have given on rent the Ground and 1st floor for commercial purpose and our miniplex /multiplex is situated on the 2nd, 3rd and 4th floor

Details of unit which are in lease model:

NO.	Agreement Date	Name of the Seller/Lessor	Screen	Seats	Area	Own/Lease
1	Self	Lalit purohit and Ashok Purohit	2	433	Mehsana	Owned
2	12-Sep-16	Himesh PTEL	1	298	HALOL	Lease
3	14-Sep-16	Yusuf Pathan	1	140	Palej	Lease
4	14-Sep-16	Pradip Bhai	1	190	Rajpardi Bharuch	Lease
5	17-Feb-18	Kishore Bhai	1	325	Ambaji	Lease
6	12-Feb-18	Anil Bhai Patel	1	125	Khedbramha	Lease
7	09-Nov-17	Bharat Petrolurm Corporation Ltd	1	125	Bareja	Lease



8	14-Feb-18	Bharat Petrolurm corporation ltd	2	640	Kalol	Lease
9	01-Oct-18	Nilang Bhai	4	110	Chandkheda	Lease
10	12-Sep-16	Rambhai Devabhai Odedera	1	112	Dhorajee	Lease
11	01-Oct-18	Mayur Bhai	2	236	Baroda	Lease
12	01-Jan-19	Lalit Purohit	2	504	Khambhatt	Lease
13	01-Mar-19	Maulik Bhai	1	102	Nadiad	Lease
Total			19	3340		

Recently we are going to make exceptional technology “World on Wheels”.

Our Company is proposing to launch the new Project i.e. “World on Wheel” in the Fiscal 2020. World on wheels is a first step of our Company in the field of “Innovation Entertainment”, first of its kind of cinema on wheels with all the miniplex /multiplex amenities with in it. Our Company had already purchased the required containers for this project.



Film Production

A producer is a person who invests in the film. Basically they are responsible for the physical facilities & are also given the credit of “produced by”. Among various producers, they are the traditional producers who invest in film under “production house”. Producers are responsible for all the expenses in film such as payment for the artists, technicians, other daily expenses during filming.

Cost of the Film/Budget of the Film: Cost of the film is sum total of pre-production, film production, post production & advertisement expenses.

Till date, we have produced two movies –

Year	Name of the movies
2006	“Love is Blind – Ek Gujarati Prem Katha”
2011	Devi Pujak ni Dekri

The film “Love is Blind – Ek Gujarati Prem Katha”, which won award from Government of Gujarat in most categories of it being nominated for; to elaborate – Best Gujarati film of the year, best play back singer, best story writing / scripting, best direction and best sound recording.

FEATURES OF OUR PROPERIES

The key features common to most of our properties are:



Strategic Location: All the cinemas are located either in the central business district or areas having high catchment. Locational advantage is a key feature to its cinemas. We firmly believe that a strategic location is a key distinguishing feature of its cinemas, providing long term strategic advantage over competition.

Latest available projection and sound systems: All the cinemas are equipped with Dolby Digital Surround Sound format. Most of the cinemas have 'Harkness' Screens with 2k projector and server.

Pleasant Ambience and Auditorium Comfort: We provide utmost priority to ambience by providing attractive layouts, display area, lighting, music, lobby design etc. Which differentiates us from others players in the Industry. We have designed auditoriums that give a better audio and video experience and seating comfort to viewers.

Concessions sale (food & beverage): The cinemas have a concession candy / snack bars. The snack bars follow the station concept with multiple counters offering variety of products with speed. Our foods & beverages division is involved with serving quality food & beverages and working out cost effective deals and better selling concepts so as to reduce the cost of products and increase profits.

Multiple ticketing options: Apart from direct box office bookings, online ticketing, tele-booking, facility for home delivery of tickets is also available at some of the locations. Our Company is an Exclusive partner with Paytm for the online booking of tickets.

KEY STAGES FOR OPERATION

The critical factor important to our business is the property where we plan to house the miniplex /multiplex. From the 1st stage of deciding on the property till operating the property there are key stages involved which are detailed below:

- Selection criteria of property;
- Agreements
- Site activities
- Licenses and approvals

Selection criterion of property

This is one of the most crucial elements. The key parameters for property selection would largely be whether the property to be developed/taken on lease is in a prime/"city centre"/rural location and having a good catchment area and less competition. There should be a good developer associated with the property and available on viable commercial terms. In addition the property should attract good tenant mix to ensure maximum footfall.

Agreements

Depending on the type of model we adopt – whether to own the property or enter into lease there are various stages of negotiations we enter into before acquiring the property. These can typically be classified as follows:

Property related

First stage: Execution of the Letter of Intent (LoI) detailing commercial terms and conditions with the owner/developer, and payment of token advance amounts. The LoI would contain certain pre-conditions for execution of Agreement;

Second stage: Agreements being signed on achievement of pre-conditions contained in the LoI, and payment of pre agreed portion of the total consideration;

Third stage: final agreements being signed and handing over of properties.

With Vendors/Suppliers



For our key miniplex / multiplex theatre equipment's, we either have preferred suppliers or we opt for a quotation process.

After selection of vendors/suppliers and conclusion of commercial negotiations, depending on various parameters including the vendors/supplier's practice, nature and value of contract, quality of after-sales service, our relationship and comfort level with the vendor/supplier in question, the period of the contract, etc. we either enter into formal written contracts with them or place purchase orders with them.

Site activities

Licenses and approvals required

We require several licenses and approvals for setting up of and for running of our miniplex / Multiplexes. The locational/construction related licenses and approvals are acquired by us/builder/developer either before or simultaneously with site activities. There are several intermediate approvals required by us, which form a part of the construction/renovation process. Subsequent to the construction/renovation being completed as per rules and regulations of respective States, the relevant authorities issue the license to operate the miniplex / Multiplex.

KEY FUNCTION AREAS

The key function areas essential to our business are detailed below:

- **Programming**

Programming is one of the most important departments in any film exhibition business. The programming department is responsible for the regular supply of films to all our screens. The main objective of the programming department is to source the right films for the right market (based on thorough analysis of the profile of the market), at the most competitive terms, and screen the films in a manner and at the show that enables maximization of revenues from each film.

Programming, or sourcing of content for our screens, is a centralised function. However, decisions on programming are taken at the Registered Office based on inputs from our Key Managerial Persons, in respect of local factors including tastes and preferences of the patrons in the areas where the cinemas are based. Based on capacity available, a programming mix of Hindi and Gujarati films is finalised.

- **Operations**

This department takes care of the day to day operations of the miniplex /multiplex and ensures its complete compliance with the highest standards service, comfort and safety. The key responsibilities of this department include ensuring the patrons are provided with the highest standards of friendly and proficient service, in an environment that provides a high degree of comfort, pleasure, sanitation and hygiene, and with fully regard to all norms of safety against hazards of fire, etc. The function of various departments in an Operating Unit can be broadly classified as under:

Box office : All our miniplex / multiplexes provide a single window service for sale of tickets with Patrons can also book tickets through Internet route i.e. Paytm.

Concessions: we have concession / candy / snack bar. While popcorn and aerated waters (like colas) remain the focus of our concession stands, we have also been successful in taking cinema snacks to a higher level, by offering pre-packed items, like sandwiches, samosas, puffs, etc. to encourage impulse buying.

Ushering: This department handles the challenging task of coordinating the movement of patrons within the cinema and in multiple auditoriums in the miniplex /multiplex in an efficient and friendly way.

HR & Training: This department services the needs of the Operating Units for all matters relating to human resource and training.

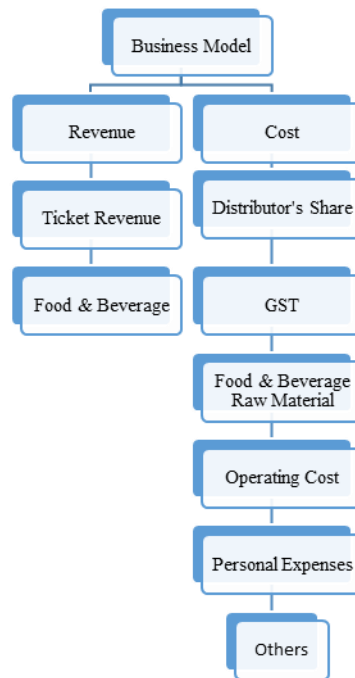
Projection and Engineering: This department is responsible to ensure maximum uptime for all our cinema equipment, and a high quality, comfortable and safe movie viewing experience, by ensuring preventive and breakdown maintenance of all equipment pertaining to projection, sound, air-conditioning, safety, etc.

Finance: This department ensures an accurate capturing of revenues, booking of costs, safeguarding of assets, and ensuring proper controls and documentation for in house and statutory compliance.

Housekeeping: This department is directly responsible for the hygiene, upkeep and maintenance of the miniplex / multiplex. This department plays a key role in ensuring that our Operating Units are known for their superior upkeep and maintenance. This department is outsourced.

The operations department is also responsible for implementing standard operating procedures, ensuring that our patrons get the same high quality of service and amenities across all our Operating Units in India.

OUR BUSINESS MODEL



Every miniplex / multiplex that we set up has / will have the same key heads of Revenues and Costs, which have been depicted above. The actual performance numbers at each location will vary, depending upon the location, the quality of the property, its operating efficiency, etc.

A. REVENUE

Our film exhibition business / cinema earns revenue from three main sources: Ticket, foods & beverages and other income.



A patron is a customer who visits the theatre. A patron spends on tickets, parking if applicable and F&B (together called average Spend per head). Our revenue from patrons is a direct function of number of patrons and Spend per head.

Ticket Revenue

Nearly 70% of the revenues from the cinemas are generated from the ticket revenue while the balance from other sources which include foods & beverages and others. Box office collection depends on total admits and the occupancy rate. We have a consistent increase in the footfalls in the past few years.

Number of patrons in last 6 quarters

Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
No. of Patrons	6,484	14,703	24,665	36,157	36,224	23,221

Source: Company

Average Ticket Price (ATP) in last 6 quarters (please provide chart)

Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
ATP (₹)	80	80	90	100	100	100

Source: Company

Foods & Beverages

Revenue from food & beverages is other major source in our business. Food & beverages items include popcorn, soft drinks, confectionary, sandwiches and other snack items. Different food & beverage varieties are offered by us based on preferences in that particular geographic region. Our food & beverages strategy emphasizes prominent and appealing food and beverage counters designed for prompt service and efficiency. We design cinemas to provide for a larger counter space to accommodate more food and beverages stands to make it easier to serve larger numbers of customers. This enhances product display, facilitates catering to more customers and simultaneously allows flexibility to introduce new concepts and improves movement around the food and beverages stands.

in last 6 quarters

Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
F&B Per Head (₹)	4,50,000	14,00,000	23,19,950	24,61,500	23,08,284	17,00,000

COST

The primary cost heads in the film exhibition industry include distributor's share, entertainment tax and personnel expenses.

Distributor's Share: Distributors are the suppliers of films. Distributors are paid out of the box office collections. Various revenue sharing patterns exists in the industry. The Company generally has a revenue sharing agreement or a minimum guarantee agreement with distributors.

Food & Beverage raw materials: This is the cost of raw materials for food and beverages which is generally sold in the cinema premises. Most of the locations procure food & beverages items from the food & beverage division and so the costs are lower against procurement from third party suppliers.

Operating Costs:

Property Rentals

Where Operating Units are not owned, property rentals are a key element of cost. Such rentals are typically negotiated with the property developer at a fairly early stage of the property development. Typically, these are structured as long term leases, where we pay a monthly rental to the property developer.

Utilities

The major cost here is the electricity cost used for running air-conditioners, lighting, etc at the Operating Units. This also includes municipal charges for water.

Personnel Cost: Personnel cost includes salaries, training cost, recruitment and other costs related to employees.

Marketing & Promotion Expenses: This includes spends on media advertising, hoardings, posters etc.

Competitive Strengths

1. Strategic selection of location

We believe that it possesses the ability to identify locations with potential for growth for its business particularly in rural area in the state of Gujarat. Out of the 14 locations, in three location i.e. Ambaji, Khedbrahma, Bareja, as there are no miniplex /multiplexes, there are no competition from the peer company. One of the important factors of continued growth has been the ability to open and operate business at such locations. We have efficient selection process that takes into consideration various factors such as location visibility, presence of competition, household count etc. It helps us to conduct a return-on-investment analysis based on projected sales and profitability to determine the financial feasibility at such location.

2. Research backed investment

We carry out in-depth research comprising of population segments, income patterns, spending habits, preferences and alternatives of consumers, as well as regulatory framework before selecting the cities where we wish to set up a miniplex / multiplex.

3. Promoter's experience in film industry

Mr. Arpit Mehta, CEO and our Promoters, are well experienced in the film exhibition and production sector. He is focused on the film exhibition business and has contributed to our development and growth. He has been awarded in one of the most famous Gujarati film "Love is Blind" for the Best Film of the year 2005-2006 by the Government of Gujarat.

4. Reasonable Price

At City Pulse Multiplex, we always try to reduce the gap between people and bring them under the same roof and try to make entertainment reach each individual at a reasonable and affordable price. We have cinemas have a concession candy / snack bars. The snack bars follow the station concept with multiple counters offering variety of products with speed. Our foods & beverages division is involved with serving quality food & beverages and working out cost effective deals and better selling concepts so as to reduce the cost of products and increase profits.



5. Ticket Booking Facility

Apart from direct box office bookings, online ticketing, tele-booking, facility for home delivery of tickets is also available at some of the locations. Our Company is an Exclusive partner with Paytm for the online booking of tickets.

6. Latest available projection and sound systems

Our all cinemas are equipped with Dolby Digital Surround Sound format. Most of the cinemas have ‘Harkness’ Screens with 2k projector and server.

7. Pleasant Ambience and Auditorium Comfort

We give utmost priority to ambience by providing attractive layouts, display area, lighting, music, lobby design etc which differentiates it from others players in the Industry. We have has designed auditoriums that give a better audio and video experience and seating comfort to viewers.

Strategy

Geographical Expansion

The Company intends to increase its penetration in other parts of the Gujarat by setting up miniplex /multiplex/ cinemas. Our Company is already in the process of setting up a 4 screen miniplex /multiplex in Gujarat.

New Project

Our Company is proposing to launch the new Project i.e. “World on Wheel”. World on wheels is a first step of our Company in the field of “Innovation Entertainment”, first of its kind of cinema on wheels with all the miniplex /multiplex amenities with in it. Our Company had already purchased the containers required for this project.

Franchisee Business Model

We are exploring opening of cinema, food courts and retail stores at various other locations in the near future through franchisee business model. We also believe that such a strategy of expansion will help to increase brand awareness and make in-roads into newer geographies.

Our SWOT can be briefly summarized below:

<p>Strengths</p> <ul style="list-style-type: none"> • Early mover advantage in some areas like Ambaji, Khedbramha, Bareja • Promoters experience • Availability of Multiple ticket options, Availability of food & Beverage etc at reasonable and affordable prices • Low cost movie with Digital sound system and Harkness screen 	<p>Weaknesses</p> <ul style="list-style-type: none"> • Loss of managerial talent with related business experience • Presence only city of Gujarat • Single screen in Maximum miniplex /multiplexes
<p>Opportunities</p> <ul style="list-style-type: none"> • Opportunity rising for disposable income • Increasing spending habit of Indian for 	<p>Threats</p> <ul style="list-style-type: none"> • Increase of pirated movies/ home viewers • Increased competition from unorganized



entertainment	<p>players/other miniplex /multiplexes</p> <ul style="list-style-type: none"> • Alternative entertainment formats and technologies like Internet and other entertainment formats like Netflix, Amazon Prime provide easy and cheap entertainment options • Government Regulations
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Information Technology

We make extensive use of information technology for the management of our business. We consider information technology to be a strategic tool for us to improve our overall productivity and efficiency.

On-line Ticket Booking

Apart from direct box office bookings, online ticketing facility is also available at some of the locations. Our Company is an Exclusive partner with Paytm for the online booking of tickets.

COMPETITION

Miniplex /Multiplexes and theaters operated by us compete for audiences with other miniplex /multiplexes and theaters based on geographical location. Our success is dependent on our ability to compete in areas such as ticket prices, content of the film, quality of service, location of miniplex /multiplexes / theaters and brand recognition, among others. We also have to compete with any new miniplex /multiplex or theatre that commences operations in the cities in which we operate. Competition among theatre exhibition companies is often intense with respect to the following factors:

Attracting patrons: The competition for patrons is dependent upon factors such as the availability of popular motion pictures, the location and number of theatres/ miniplex /multiplexes and screens in a market, the comfort and quality of the theatres/ miniplex /multiplexes and pricing. Further, we compete for the public’s leisure time and disposable income with other forms of entertainment, including sporting events, concerts, live theatre and restaurants. The film exhibition industry also faces competition from other forms of out-of-home entertainment, such as concerts, amusement parks and from other forms of in-home entertainment like gaming devices, mobile games. We also face a competition from other forms of media such as radio, cable television, newspapers, and magazines. These alternate forms of entertainments compete with traditional cinemas to capture the discretionary spending of the patrons and advertisement revenues.

Licensing motion pictures: We believe that the principal competitive factors with respect to film licensing include licensing terms, number of seats and screens available for a particular picture, revenue potential and the location and condition of an exhibitor’s theatres/ miniplex /multiplexes.

Low barriers to entry: We must compete with exhibitors and others in our efforts to locate and acquire attractive sites for our theatres/ miniplex /multiplexes.

KEY ASPECTS TO OUR BUSINESS AND OPERATIONS

Other important aspects to our business and operations are explained below:

OUR IMMOVABLE PROPERTY



We do not own our Operating Units except at Mehsana, Gujarat) .We have entered into long term conducting or lease agreements, pursuant to which we have acquired rights to our premises.

Owned Property

Sr. No.	Name of the Seller	Date of Agreement	Location	Consideration (₹)
1	Shashi Theaters Private Limited	27-08-2007	Survey No. 4010, City Survey Village Mehsana, Taluka Mehsana, District Mehsana	51,00,000
2	Nilaben Mayurbhai Modi	23-07-2008	Shekhpur Khanpur TP3 Varied FP 243 The Swastik Co.Op Housing Society Ltd, Plot 38, Sachet I Flat 301	98,00 000
3	Dr. Rakesh Shankarbhai Patel	22-09-2011	District vadodra, Moje Gam Gorwa RS No. 358, 364 Tulsi Complex. Shop no 26	2,85,000
4	S M Vadgama	05-08-2014	Flat No. A 104 RS No. 407 CS No. 176, Moje Gotri	7,00,000
5	J S Chauhan	30-01-2016	Moje Gotri Anmol Park House No. B/113	14,00,000

Leased Property

Sr. No.	Name of the Lessor	Date of Agreement	Location	Lease Rent	Expiry date
1	Maruti Enterprise Bluestar Cinema	12-09-2016	Survey No:- 232/1 Lati Chock, Dhorajee-389350	₹ 80,000 p.m (Increment of 10% after every 3 years)	11-09-2036
2	Jap Cinema	12-09-2016	Plot No. 703-704, GIDC-Halol-389350	₹ 1,00,000 p.m (Increment of 10% after every 3 years)	12-09-2036
3	Laxmi Cinema	14-09-2016	Survey No. 961/62/63, Station Road, Nr BOB Raj Paldi District-Bharuch.	₹ 25,000 p.m (Increment of 10% after every 3 years)	13-09-2036
4	Sapna Cinema	14-09-2016	Plot No. 481/480 Nr. Dhanjishah Jin Palej, District- Bharuch.	₹ 20,000 p.m (Increment of 10% after every 3 years)	13-09-2036
5	Dreamland Video Cinema	02-02-2018	Ambaji, Taluka Danta, Dist. Banaskantha	₹ 17,000 p.m	3 years

REGISTERED OFFICE AND BRANCH OFFICE

We do not own the registered office from which we operate. Our Promoter has permitted us to use, a part of its corporate office as our Registered Office without consideration. However, we do not have any written agreement/document regarding the same.

The address of registered office are as follows:

Registered Office Address	401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India.
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The address of branch office are as follows:



Branch Office	14,Gopi Cinema ,Janta Bajar, Opposite St Depo, Mehsana, Gujarat, 384001
	NH18,OSTP BP,Bareja, Daskroi ,Ahmedabad, Gujarat ,382425

EMPLOYEES

As on April 15, 2019 , we have 16 employees.

Following are departments and the number of employees worked for it:

Sl. No	Name of the department	Number of employees
1	Whole Time Director/ Executive Director	2
2	CEO	1
3	President	1
4	Vice President	1
5	Manager	6
6	Chief Financial Officer	1
7	Company Secretary	1
8	Legal officer	1
9	Office Clerk	1
10	Office Boy	1
	Total	16

INTELLECTUAL PROPERTY

The detail of our trademark are mentioned below:

S. No.	Trademark	Registration/ Application No.	Class	Registration/ Application Date	Status/ Validity
1.	Trademark	3817229	41	Application Date: April 26, 2018	Objected

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to several 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 film production, exhibition and distribution. Taxation statutes such as the I.T. Act, and applicable Labour 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 Investors 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, its 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 no **165** of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Prasar Bharati (Broadcasting Corporation of India) Act, 1990

Pursuant to the enactment of the Prasar Bharati (Broadcasting Corporation of India) Act, 1990, the Prasar Bharati was set up as a statutory autonomous body on November 23, 1997. The Corporation is the public service broadcaster in India and the primary duty of Prasar Bharati is to organize and conduct public broadcasting to inform, educate and entertain the public and to ensure a balanced development of broadcasting on radio and television. Prasar Bharati is also empowered to manage on behalf of the Central Government the broadcasting of external services and monitoring of broadcasts made by organizations outside India. Prasar Bharati has other objectives, some of which include upholding the unity and integrity of the country and the values enshrined in the Constitution of India, safeguarding the citizen’s right to be informed freely, truthfully and objectively on all matters of public interest, national or international, and presenting a fair and balanced flow of information including contrasting views without advocating any opinion or ideology of its own, and providing comprehensive broadcast coverage through the choice of appropriate technology and the best utilization of the broadcast frequencies available and ensuring high quality reception and expanding broadcasting facilities by establishing additional channels of transmission.

The Cinematograph Film Rules, 1948, (“Cinematograph Rules”)

The Act requires a license to be obtained prior to storing any film, unless specifically exempted. Licenses for storage of films are granted for one year and must be renewed annually. Any person transporting, storing or handling films is required to ensure compliance with requirements pertaining to, inter alia, precautions against fire, storage of loose films, minimum specifications for aisle space, exits and electrical installations in storage rooms etc. The Cinematograph Rules also specify the procedure for transport of film, and application for, or renewal, transfer, refusal and cancellation of, licenses.

The Cinematograph Act, 1952, (“Cinematograph Act”),

Authorizes the Central Government to constitute a Board of Film Certification, (also known as the "Central Board for Film Certification" or "CBFC"), in accordance with the Cinematograph (Certification) Rules, 1983, (“Certification Rules”), for sanctioning films for public exhibition in India. Under the Certification Rules, the producer of a film is required to applying the specified format for certification of such film, with the prescribed fee.

The film is examined by an examining committee, which determines whether, the film:

- is suitable for unrestricted public exhibition;
- or is suitable for unrestricted public exhibition, with a caution that the question as to whether any child below the age of 12 years may be allowed to see the film should be considered by the parents or guardian of such child; or
- is suitable for public exhibition restricted to adults; or
- is suitable for public exhibition restricted to members of any profession or any class of persons having regard to the nature, content and theme of the film; or
- is suitable for certification in terms of the above if a specified portion or portions be excised or modified there from; or
- Is not suitable for unrestricted or restricted public exhibitions, i.e., that the film be refused a certificate.

A film will not be certified for public exhibition if, in the opinion of the CBFC, the film or any part of it is against the interests of the sovereignty, integrity or security of India, friendly relations with foreign states, public order, decency or morality, or involves defamation or contempt of court or is likely to incite the commission of any offence.

Any applicant, if aggrieved by any order of the CBFC either refusing to grant a certificate or granting a certificate that restricts exhibition to certain persons only, may appeal to the Film Certification Appellate Tribunal constituted by the Central Government under the Cinematograph Act.

A certificate granted or an order refusing to grant a certificate in respect of any film is published in the Official Gazette of India and is valid for 10 years from the date of grant. Films certified for public exhibition may be re-examined by the CBFC if any complaint is received in respect of the same. Pursuant to grant of a certificate, film advertisements must indicate that the film has been certified for public exhibition. The Central Government may issue directions to licensees of cinemas generally or to any licensee in particular for the purpose of regulating the exhibition of films, so that scientific films, films intended for educational purposes, films dealing with news and current events, documentary films or indigenous films secure an adequate opportunity of being exhibited. The Central Government, acting through local authorities, may order suspension of exhibition of a film, if it is of the opinion that any film being publicly exhibited is likely to cause a breach of peace. Failure to comply with the Cinematograph Act may attract imprisonment and/or monetary fines. Separately, the Cable Television Networks Rules, 1994, require that no film or film song, promo, trailer, of film music video, album or trailer, whether produced in India or abroad, shall be carried through cable services unless it has been certified by the CBFC as suitable for unrestricted public exhibition in India.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Gujarat Cinema Regulation Act, 2004

The Gujarat Cinema Regulation Act, 2004 came into force on June 18, 2004 to provide power to make rules for providing the regulations of cinematograph exhibitions for securing public safety, regulating or prohibiting the sale of any ticket or pass for admission by whatever name called to a licensed place and for regulating the means of entrance and exit at licensed places and providing for prevention of disturbance threats.

Gujarat Shops and Establishment Act, 1948 (the “Act”)

The provisions of the Act, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

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

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through

professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

Gujarat Stamp Act, 1958 (the “Stamp Act”)

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

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 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 a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

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.

Indian Contract Act, 1872("Contract Act")

The Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses.



The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

Transfer of Property Act, 1882 (“TP Act”)

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

The Registration Act, 1908 (“Registration Act”)

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

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.

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 the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members 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. 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.

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")

MWA 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 out-workers) 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.

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.

Equal Remuneration Act, 1976

The Equal Remuneration Act 1976 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 Act")

The Child Labour Act 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.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)

CLRA has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Trade Union Act, 1926

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

In 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. 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

Income Tax Act, 1961 (“IT Act”)

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

Value Added Tax (“VAT”)

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Note: The VAT Act 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

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 5th / 6th 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

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 repealed and is replaced by the Goods and Service Tax (GST) Act, 2017

Central Goods and Services Tax Act, 2017 (the "GST Act")

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000

The Acts applicable to our Company will be:

The Indian 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.

Design Act, 2000 (Designs Act)

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the



Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

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 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 ₹ 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930, Workmen Compensation Act, 1923, Industrial Employment (Standing Orders) Act, 1946, Payment of Wages Act, 1936, Employment Exchanges (Compulsory Notification Of Vacancies) Act, 1959, Consumer Protection Act 1986.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (“DGFT”) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence **or** imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market

in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

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 FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

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.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

1. HISTORY AND BACKGROUND

a. History and background

Our Company was incorporated as “City Pulse Multiplex Private Limited” at Ahmedabad, Gujarat as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 22, 2000 bearing Corporate Identification Number U92199GJ2000PTC037606 issued by Registrar of Companies, Ahmedabad, Gujarat. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated 19-05-2018, the name of our Company was changed to “CITY PULSE MULTIPLEX LIMITED.” and fresh certificate of incorporation dated May 28 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U92199GJ2000PLC037606

For a description of our activities, to carry on business of entertainment in India, under Film and Distribution projects, equipment competition, management, etc., see “*Business*”, “*Our Industry*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 83, 72 and 151 respectively of this Prospectus.

Changes in registered office of our Company since incorporation

Date of Change	From	To	Reasons for change
January 10,2017	10TH Floor, Madhuban, Nr. Inder Hotel,Opp Gujarat College, Ellisbridge, Ahmedabad, Gujarat 380006, India	401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura,Ahmedabad Gujarat-380009, India	Administrative Purpose

b. Major events and milestones of our company

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Key Milestones
2000	Company incorporation
2006	1 st Production of film “ <i>Love is Blind</i> ”, a Gujarati Film and won award from Government of Gujarat for best Gujarati film of the year.
2007	Opening miniplex /multiplex in Mehsana(double screen)
2011	Produced 2 nd Film “ <i>Devi Pujak ni Dekri</i> ”
2016	Opening miniplex /multiplex in Halol (single screen)
2017	Opening miniplex / multiplex in Chandkheda(four screen)
2018	Exclusive partnership in ticket booking with Paytm
2019	Proposing to launch the new Project i.e. “ <i>World on Wheel</i> ”.

Time and Cost Overrun in setting-up of projects including the proposed project

Our Company has not experienced any time or cost overrun in relation to setting up of projects.

Key awards, accreditations or recognition

The film “Love is Blind – Ek Gujarati Prem Katha”, which won award from Government of Gujarat in most categories of it being nominated for; to elaborate – Best Gujarati film of the year, best play back singer, best story writing / scripting, best direction and best sound recording. Our Promoter Mr. Arpit Mehta has been awarded in one of the most famous Gujarati film “Love is Blind” for the Best Film of the year 2005-2006 by the Government of Gujarat.

Defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity along with reasons thereof

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc., if any, in the last ten years.

There has been no material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc., if any, in the last ten years prior to the date of filing of this Prospectus.

2. MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE ISSUER AND DATES ON WHICH THE MEMORANDUM OF ASSOCIATION OF THE ISSUER HAS BEEN AMENDED.

Main Objects under the Memorandum of Association

“To carry on business of entertainment in India and elsewhere, establish, operate, promote, develop, cinema theaters; mini cinema theaters, multiplexes, drama halls, dance halls, music halls, film studios, run variety entertainment programme, cultural shows, musical programmes, cine films, video films, tele- films, documentary films, advertisement films, TV serials, slides, organize, own recreation, sports, amusement parks; water parks, holiday camps, holiday resorts, health clubs, guest houses, restaurants, cafes, canteens, taverns, refreshment rooms, shopping arcades, film Institutes.”

Amendments to our Memorandum of association

Date of Resolution/ Change	Particulars of change	Event
September 26, 2005	Increase in Authorised capital from ₹ 10 lakhs to ₹ 50 lakhs	Extra Ordinary General Meeting
September 30, 2017	Powers under 180(1)(a) and 1(c) of the CA 2013	Extra Ordinary General Meeting
May 19, 2018	Increase in Authorised capital from ₹ 50 lakhs to ₹ 3.50 Crores	Extra Ordinary General Meeting
May 19, 2018	Conversion from Private to Public – Alteration of MOA and AOA	Extra Ordinary General Meeting
May 19, 2018	Change in Object clause	Extra Ordinary General Meeting

DETAILS OF SUBSIDIARIES AND HOLDING COMPANIES

Our Company does not have any Subsidiary and nor it has any Holding Company/ies.



Other Details Regarding our Company

For information on our activities, services, growth, technology, marketing strategy, capacity built-up, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Our Business*”, “*Our Industry*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages **83, 72 and 151** respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on pages **110** and **44** respectively of this Prospectus

Raising of capital in form of equity or debt

Except as set out in the section titled “*Capital Structure*” beginning on page **44** of this Prospectus, our Company has not raised capital in the form of Equity Shares. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Details regarding the changes in the activities of the Issuer during the last five years which may have had a material effect on the profits/loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

There has been no change in the activities of our Company during the period of 5 (five) years prior to the date of filing of this Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

Injunction or restraining order

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

Shareholders of our Company

As on the date of this Prospectus, our Company has Twenty Six (26) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled “*Capital Structure*” beginning on page **44** of this Prospectus.

Strikes or Labour Unrest

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

Shareholders Agreements

Our Company has not entered into any shareholder’s agreement as on the date of this Prospectus.

Material Agreements

Our Company has entered into agreement with One97 Communications Limited on 21-08-2018. Details for the same are as under:

Sr.No.	Name of the Seller / Lessor	Date of Agreement	Type of Agreement	Consideration	Expiry date
1	One97 Communications Limited	21-08-2018	Ticketing Agreement (With Hardware)	Revenue Sharing 50:50	20-08-2023



Strategic Partners

Our Company does not have any strategic partners as on the date of this Prospectus.

Financial Partners

Our Company does not have any financial partners as on the date of this Prospectus.



SHAREHOLDERS' AGREEMENTS AND OTHER AGREEMENTS

Our Company has not entered into any shareholder's agreement as on the date of this Prospectus.

OUR MANAGEMENT

Board of Directors

Under the Articles of Association, our Company is authorized to have a minimum of three directors and a maximum of up to 15 Directors. As on the date of this Prospectus, our Company has Six Directors.

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

Sl. No.	Name, Designation, Address, Occupation, Nationality, Term & DIN	Age (in years)	Other Directorships as on the date of this Prospectus
1.	<p>Name: Mr. Rajnikant Ashabhai Mehta</p> <p>DIN: 07158788</p> <p>Date of Appointment: March 23,2015 Change of Designation to Whole Time Director on April 01,2019</p> <p>Occupation: Business</p> <p>Designation: Whole time Director</p> <p>Address: 5/A Kruna Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India</p> <p>Nationality: Indian</p> <p>Term: 5 years</p>	75	<p>1 WOW Cine Pulse Multiplex Pvt Ltd</p> <p>2 Luvv Kush Infraprojects Private Limited</p>
2.	<p>Name: Mrs. Naliniben Rajnikant Mehta</p> <p>DIN: 07158793</p> <p>Date of Appointment: September 30, 2015</p> <p>Occupation: Business</p> <p>Designation: Executive Director</p> <p>Address: 5/A Kruna Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p>	65	Nil
3.	<p>Name: Mr. Luvv Arpit Mehta</p> <p>DIN: 08019908</p> <p>Date of Appointment: March 01,2018</p>	24	<p>1 WOW Cine Pulse Multiplex Pvt Ltd</p> <p>2 Luvv Kush Infraprojects Private Limited</p>



Sl. No.	Name, Designation, Address, Occupation, Nationality, Term & DIN	Age (in years)	Other Directorships as on the date of this Prospectus
	<p>Occupation: Doctor</p> <p>Designation: Non Executive and Non Independent Director</p> <p>Address: 5/A Krupa Soc., Nava Vadaj Ahmedabad 380013 Gujarat, India</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p>		
4.	<p>Mrs. Rajal Ashit Mehta</p> <p>DIN: 08021381</p> <p>Date of Appointment: March 01,2018</p> <p>Occupation: Business</p> <p>Designation: Non Executive and Non Independent Director</p> <p>Address: 5, Tithi Toran Flats, Prabhu Park Society Navrangpura</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p>	38	Nil
5.	<p>Name: Mr. Smit Dinkarbai Barot</p> <p>DIN: 08154983</p> <p>Date of Appointment: June 12,2018</p> <p>Occupation: Business</p> <p>Designation: Independent Director</p> <p>Address: Harikrupa Society, Nr. NC Parikh High School Matar, Gujarat, India.</p> <p>Nationality: Indian</p> <p>Term: 5 years</p>	27	Nil



Sl. No.	Name, Designation, Address, Occupation, Nationality, Term & DIN	Age (in years)	Other Directorships as on the date of this Prospectus
6.	<p>Name: Mr. Samir Bhasker Mehta</p> <p>DIN: 08250911</p> <p>Date of Appointment: October 06, 2018</p> <p>Occupation: Business</p> <p>Designation: Independent Director</p> <p>Address: Harikrupa Society , Nr. NC Parikh High School Matar, Gujarat, India</p> <p>Nationality: Indian</p> <p>Term: 5 years</p>	49	Nil

For further details on their qualification, experience etc., please see their respective biographies under the heading 'Brief Biographies' below.

Family Relationships between the Directors

Except as stated below, none of directors are related to each other as per section 2(77) of the Companies Act, 2013:

Director	Other Director	Relation
Mr. Rajnikant Ashabhai Mehta	Mrs. Naliniben Rajnikant Mehta	Spouse
Mr. Rajnikant Ashabhai Mehta	Mr. Luvv Arpit Mehta	Grandfather
Mrs. Naliniben Rajnikant Mehta	Mr. Luvv Arpit Mehta	Grandmother
Mr. Rajnikant Ashabhai Mehta	Mrs. Rajal Asit Mehta	Daughter
Mrs. Naliniben Rajnikant Mehta	Mrs. Rajal Asit Mehta	Daughter
Mrs. Rajal Asit Mehta	Mr. Luvv Arpit Mehta	Aunt

Brief Biographies of the Directors

Mr Rajnikant Mehta, aged 75 years, is Chairman & Whole Time Director of our company. He has a degree of Bachelor of Commerce from Gujarat University. He has been on the Board of Directors of March 23, 2015. He has taken initiative to set up City Pulse Multiplex Cinemas.

Mrs. Naliniben Rajnikant Mehta, aged 65 years, is the Executive Director of Our Company. She has completed secondary education. She is looking after the driving growth in the company's business by developing new distribution strategies for the digital, television and film studios and driving new technology investments such as mobile and OTT apps. She is the Trustee of Maa Parivar and Luv Kush School of education as she firmly believes that each child must be educated in a proper manner with proper knowledge and guidance so as to become the shining star of our country. She has been on the Board of Directors of March 23, 2015.

Mr Luvv Mehta, aged 24 years, is the Non-Executive Director of our company. He has completed MBBS from Geetanjali Medical College & Hospital, Udaipur, Rajasthan He has done various music videos, short films and TV commercials as an actor, Technology Innovations. He also believes in being innovative and finds himself as a multi-tasked by aspiring to become a dermatologist in the coming year He has proposed many future



interventions under his patent name along with “Wow Cine Pulse” which will be one of the USP of our company.

Mrs. Rajal Ashit Mehta, aged 38 years, is the Non Executive Director of Our Company. She has completed MSC from Gujarat University. She is looking after the distribution strategies and film studios. She is associated with our company since March 01, 2018.

Mr Smit Barot, aged 27 years, is the independent director of our company. He holds degree of Bachelor of Law (L.L.B) from Gujarat University. He has acquired knowledge about Lens Production from China. He is associated with our company since June 06, 2018.

Mr. Samir Bhasker Mehta, aged 49 years, is the independent director of our company. He has completed the degree Bachelor of Commerce from Maharaja Sayajiro University, Vadodara. He is currently associated with Airtel & Reliance Jio as franchise & distributor .He has well experience in telecom industry.

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Prospectus.

Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Common directorships of the Directors in companies whose shares are/were suspended from trading on the Stock Exchange(s) and/ or the Stock Exchange(s) for a period beginning from five (5) years prior to the date of this Prospectus

None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India

None of the Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).

Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Extra-ordinary General Meeting held on September 30, 2017, in accordance with Section 180(1)(c) of the Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company’s bankers) shall not exceed ₹ 20.00 crore.

Remuneration to Managing/ Whole-time Directors

The remuneration payable to our Managing/ Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2 (54), 2(94), 196, 197, 198 and 203 and any other applicable provisions of the Act read with Schedule V to the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, for the time being in force)

The details of remuneration paid and perquisites given to Managing Directors for services rendered by them to the Company during the FY 2019-20:

Mr Rajnikant Mehta

Particulars	Remuneration
Basic Salary	₹2,40,000 p.a
Designation	Whole Time Director
Term	5 years
Perquisites	N.A
Remuneration paid for FY 2018-19	N.A

Mrs. Naliniben Rajnikant Mehta

Particulars	Remuneration
Basic Salary	₹ 1,80,000 p.a
Designation	Executive Director
Term	Liable to retire by rotation
Perquisites	N.A
Remuneration paid for FY 2017-18	N.A

Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Managing/ Whole-time Directors as provided under the heading 'Remuneration to Managing/ Whole-time Directors' above, our Non-Executive Directors & Independent Directors are entitled to be paid a sitting fee up to the limits prescribed by the Act and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or Committee meetings. They may also be paid commissions and any other amounts as may be decided by the Company in accordance with the provisions of the Articles, the Act and any other applicable Indian laws and regulations.

Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows.

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mr. Rajnikant Ashabhai Mehta	9,500	0.48%	0.29%
2.	Mrs. Naliniben Rajnikant Mehta	13,933	0.70%	0.42%
3.	Mr. Luvv Arpit Mehta	82,332	4.14%	2.48%
4.	Mr. Samir Bhasker Mehta	1,900	0.10%	0.06%
5.	Mr. Smit Dinkarbhai Barot	1,900	0.10%	0.06%
	Total	109,565	5.52%	3.30%

Interests of our Directors

Our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of remuneration paid to them or services rendered as a Director of our Company and reimbursement of expenses payable to them. For further details, please refer to sub-sections 'Remuneration to Managing/ Whole-time Directors' & 'Payment or benefit to Non-Executive Directors of our Company' above.

None of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building.

Further, except as disclosed under sub-section 'Shareholding of Directors in our Company' above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue.

Our Company has taken unsecured loan from directors. Thus, our directors may be interested as lenders of the Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as disclosed in this *Prospectus*, no sum has been paid or agreed to be paid to any of our Directors or to any firm or company in which Director is a partner or member, in cash or shares or otherwise by any person either to induce such Director to become, or to qualify as, a director, or otherwise for services rendered by such Director or by such firm or company in connection with the promotion or formation of our Company.

Changes in our Company's Board of Directors during the last three (3) years

Name	Date of Event	Nature of Event
Mr. Arpit Mehta	12/06/2018	Resignation as a Director
Mr. Bhushan Vaishnav	12/06/2018	Appointment as Director
Mr. Bhushan Vaishnav	23/11/2018	Resignation as a Director
Mr. Luvv Mehta	01/03/2018	Appointment as Director
Mrs. Rajal Asit Mehta	01/03/2018	Appointment as Director
Mr. Smit Dinkarbai Barot	12/06/2018	Appointment as Director
Mr. Samir Bhasker Mehta	06/10/2018	Appointment as Director
Mr. Rajnikant Ashabhai Mehta	01/04/2019	Change of Designation
Mrs. Rajal Asit Mehta	01/04/2019	Change of Designation
Mr. Luvv Mehta	01/04/2019	Change of Designation

COMPLIANCE WITH CORPORATE GOVERNANCE



Our Company is not required to constitute a corporate social responsibility committee in terms of the provisions of Section 135 of the Act.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on April 05, 2019 as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares). The constituted Audit Committee comprises following members.

Name of the Director	Status in Committee	Nature of Directorship
Mr.Smit Dinkarbhai Barot	Chairman	Independent Director
Mr. Samir Bhasker Mehta	Member	Independent Director
Mr. Luvv Arpit Mehta	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. 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. Meetings of the Committee:** The Committee shall meet at least four (4) times in a year and not more than one hundred twenty (120) days 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 Directors at each meeting.
- C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulations and Act shall be as under:
- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 - review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - examination and reviewing of the financial statement and the auditors' report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management
 - significant adjustments made in the financial statements arising out of audit findings
 - compliance with listing and other legal requirements relating to financial statements
 - disclosure of any related party transactions
 - Qualifications in the draft audit report

- (d) examination and reviewing, with the management, the quarterly financial statements before submission to the board for approval
- (e) approval or any subsequent modification of transactions of the Company with related parties
- (f) scrutiny of inter-corporate loans and investments
- (g) valuation of undertakings or assets of the Company, wherever it is necessary;
- (h) evaluation of internal financial controls and risk management systems;
- (i) monitoring the end use of funds raised through public offers and related matters;
- (j) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (k) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (l) 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;
- (m) discussion with internal auditors of any significant findings and follow up thereon;
- (n) 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;
- (o) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (p) look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (q) approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (r) reviewing the Management discussion and analysis of financial condition and results of operations;
- (s) reviewing the Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (t) reviewing the Internal audit reports relating to internal control weaknesses;
- (u) reviewing the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee;
- (v) reviewing the functioning of the Whistle Blower mechanism;
- (w) reviewing/ redressal of complaint/s under the Sexual Harassment of Women at Workplace (Prohibition, Prevention & Redressal) Act, 2013;
- (x) establishment of a vigil mechanism for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy in such manner as may be prescribed, which shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases:
- (y) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and SEBI Listing Regulations."

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI Listing Regulations (applicable upon listing of Company's equity shares) vide board resolution dated April 05,2019. The constituted Stakeholders Relationship Committee comprises the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Rajnikant Ashabhai Mehta	Chairman	Whole Time Director
Mr. Luvv Arpit Mehta	Member	Non-Executive Director
Mr. Smit Dinkarbhair Barot	Member	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders 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 Stakeholders Relationship Committee as approved by the Board.
- B. Terms of Reference:** The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:
- Considering and resolving the grievance of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
 - Such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Act read with SEBI Listing Regulations.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares) vide board resolution dated April 05, 2019. The Nomination and Remuneration Committee comprises the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Smit Dinkarbhair Barot	Chairman	Independent Director
Mr. Samir Bhasker Mehta	Member	Independent Director
Mr. Luvv Arpit Mehta	Member	Non-Executive

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:

- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises 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. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.
- C. Terms of Reference:**

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (b) Formulation of criteria for evaluation of Independent Directors and the Board;
- (c) Devising a policy on Board diversity;
- (d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- (e) Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- (f) To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.
- (g) Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- (h) Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of the Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, as amended, will be applicable to our Company immediately upon the listing of Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended on listing of Equity Shares. Further, Board of Directors at their meeting held on April 05, 2019, has approved and adopted the policy on insider trading in view of the proposed public issue.

The Company Secretary and Compliance Officer of our Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended, on listing of Equity Shares. The Board of Directors at their meeting held on April 05, 2019 has approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

Policies:

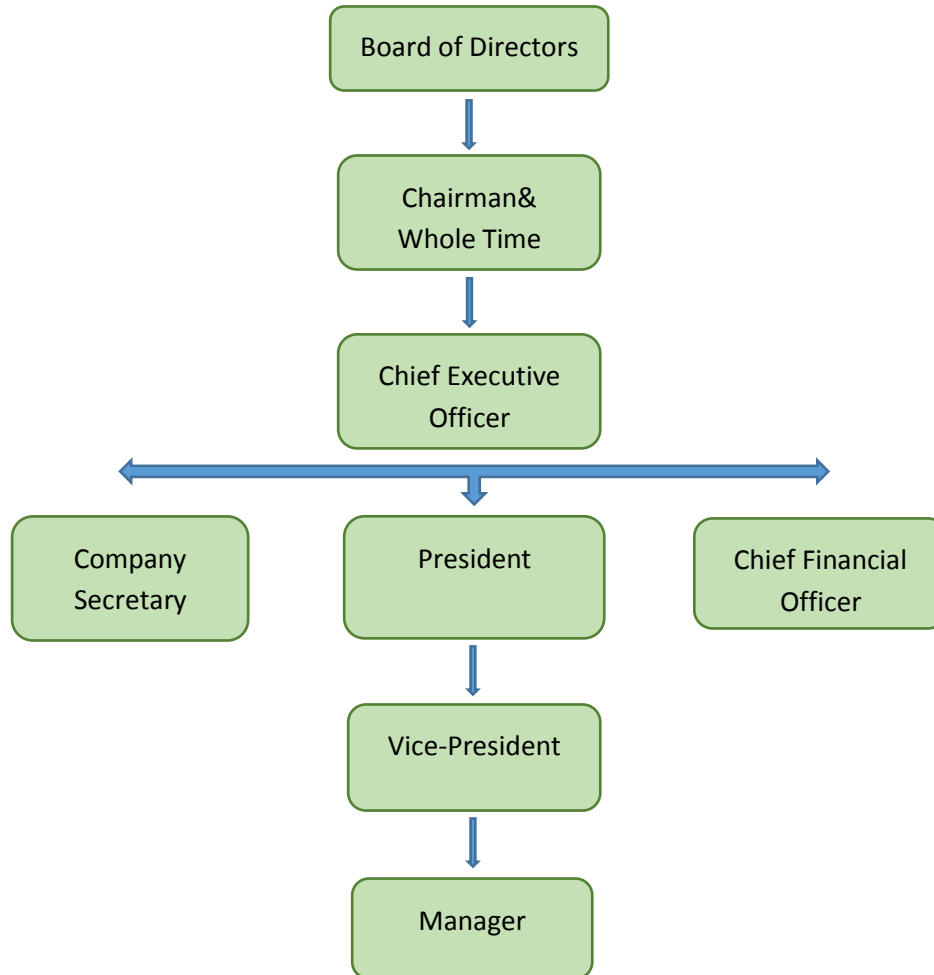
In accordance with the applicable provisions of the Listing Regulations and other applicable law, we have formulated policies, including the following copies of which are available on our website:

- Insider Trading Policy
- Whistle blower policy
- Code of conduct of directors and employees
- Code of practices and procedures for fair disclosure of unpublished price sensitive information
- Archival policy for disclosure to stock exchanges
- Policy for determination of materiality of event/information
- Risk management policy

- Prevention of Sexual Harassment.

Management Organizational Structure

The following chart depicts our Management Organization Structure:



Profiles of our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

Mr. Arpit Kumar Mehta, aged about 47 years, is the Chief Executive Officer of our Company. He has started his career as an insurance agent and then became a CEO of “City Multiplex company” that is active since last 15 years which closely monitors in all the aspects of cinematic fraternity Production Film Proom to Exhibition and to its Distribution. He believes in touching all the aspects of society, from Entertainment service sector to education sector, also runs a school by name "Luv Kush School of education". He is also involved in infrastructure projects & project of “BBC market, Kalapur. He holds the degree of Bachelor of Science from Gujarat University . He has been awarded in one of the most famous Gujarati film “Love is Blind” for the Best Film of the year 2005-2006 by hands of Hon’ble PM Narendra Modi.

Mrs. Rajal Arpit Mehta, aged 48 years, is the Chief Financial Officer of our company. She is involved in the day to day business and administration in the Company. Her valuable relationships in the Indian film industry has been instrumental in our expansion into distribution in India as well as home entertainment and music. She has done Master of Science from Gujarat University.



Mr Rajnikant Mehta, aged 75 years, is Chairman & Whole Time Director of our company. He has a degree of Bachelor of Commerce from Gujarat University. He has been on the Board of Directors of March 23,2015. He has taken initiative to set up City Pulse Multiplex Cinemas. He has been instrumental in developing and expanding Cine pulse in India and also establishing the Company's existence in Distribution in India and Home entertainment & music sector.

Ms. Divya Jitendrakumar Agrawal aged 26 years is the Company Secretary and Compliance Officer of our company. She holds the certificate of member of Institute of Company Secretary of India. She is expertise in secretarial matter. She also has experience of handling Financial Matters in organizations with which she was associated in past.

Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age. However, Rajnikant Ashabhai Mehta, Whole Time Director of the Company had attained age of 75 years and therefor approval of shareholders by way of Special Resolution was taken at the Extra-Ordinary meeting of the Company held on March 23, 2015

Shareholding of Key Management Personnel in our Company

The details of the shareholding of our Key Managerial Personnel as on the date of this Prospectus are as follows:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Mr. Arpit Kumar Mehta	10,03,922	50.45%	30.29
2.	Mrs. Rajal Arpit Mehta	1,98,341	9.97%	5.98
3.	Mr. Rajnikant Mehta	9,500	0.48%	0.29
	Total	12,11,763	60.90%	36.52

Bonus or profit sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel.

Interests of Key Management Personnel

Our Key Management Personnel may be deemed to be interested to the extent of remuneration paid to them or services rendered as a Key Management Personnel of our Company and reimbursement of expenses payable to them.

None of our Key Management Personnel have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building.

Further, except as disclosed under sub-section 'Shareholding of Key Management Personnel in our Company' above, none of our Key Management Personnel holds any Equity Shares or any other form of securities in our Company. Our Key Management Personnel may also be interested to the extent of Equity Shares, if any, held by them.



Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue.

Our Company has taken unsecured loan from our some of KMPs. Thus, KMPs may be interested as lenders of the Company.

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled '*Financial Information*' beginning on page 130 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoters.

Relationship amongst the Key Managerial Personnel of our Company

Key Managerial Personnel	Other Key Managerial Personnel	Relation
Mr. Rajnikant Ashabhai Mehta	Mr. Arpit Kumar Mehta	Father
Mr. Rajnikant Ashabhai Mehta	Mrs. Rajal Arpit Mehta	Father in Law
Mr. Arpit Kumar Mehta	Mrs. Rajal Arpit Mehta	Spouse

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/ understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Prospectus.

Changes in Our Company's Key Managerial Personnel during the last three (3) years

Name	Date of Event	Nature of Event
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City Pulse Multiplex Limited


Name	Date of Event	Nature of Event
Mr. Rajnikant Mehta	01/04/2019	Appointment as a Whole time Director
Mr. Arpit Kumar Mehta	13/06/2018	Appointment as Chief Executive Officer
Mrs. Rajal Arpit Mehta	12/06/2018	Appointment as Chief Financial Officer
Ms. Divya Jitendrakumar Agrawal	12/06/2018	Appointment as a Company Secretary


OUR PROMOTER AND PROMOTER GROUP

Our Promoters

Our Promoters are Mr. Arpit Kumar Mehta and Mrs. Rajal Arpit Mehta. As on date of this Prospectus, our Promoters hold an aggregate of 12,02,263 Equity Shares, aggregating to 60.41% of the pre- issued, subscribed and paid-up Equity Share capital of our Company. For further details, see “*Capital Structure*” on page 44 of this Prospectus.

Details of Individual Promoters of our Company

	<p>Mr. Arpit Kumar Mehta, aged about 47 years, is the Chief Executive Officer of our Company. He has started his career as an insurance agent and then became a CEO of “City Multiplex company” that is active since last 15 years which closely monitors in all the aspects of cinematic fraternity frductioniom Film Proon to Exhibition and to its Distribution. He believes in touching all the aspects of society, from Entertainment service sector to education sector, also runs a school by name "Luv kush School of education". He is also involved in infrastructure projects & project of “BBC market, Kalapur. He holds the degree of Bachelor of Science from Gujarat University. He has been awarded in one of the most famous Gujarati film “Love is Blind” for the Best Film of the year 2005-2006 by hands of Hon’ble PM Narendra Modi. For further details, please refer to section titled ‘<i>Our Management</i>’ beginning on page 110 of this Prospectus.</p> <p>Permanent Account Number: ABLPM8653M</p> <p>Aadhar No.: 7122258755651</p> <p>Voter’s identification card No.: TVU1669589</p> <p>Passport No.: R6110658</p> <p>Driving License No.: GJ1820110001365</p> <p>Name of Bank: Axis Bank</p> <p>Bank Account Number: 916010034083612</p> <p>Position/posts held in the past : Managing Director</p> <p>Directorship held: N.A</p> <p>Other Ventures: N.A</p>
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	<p>Mrs. Rajal Arpit Mehta, aged 48 years, is the Chief Financial Officer of our company. She is involved in the day to day business and administration in the Company. Her valuable relationships in the Indian film industry has been instrumental in our expansion into distribution in India as well as home entertainment and music. She has done Master of Science from Gujarat University.</p> <p>Permanent Account Number: AHXPM5423B</p> <p>Aadhar No.:5561 9915 9772</p> <p>Voter's identification card No.: TVU16669597</p> <p>Passport No.: R6111192</p> <p>Driving License No.: GJ01/809529/01</p> <p>Name of Bank: Axis Bank</p> <p>Bank Account Number: 00919824045799</p> <p>Position/posts held in the past : Director</p> <p>Directorship held: As mentioned under titled 'Our Management'</p> <p>Other Ventures: N.A</p>
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We confirm that the Permanent Account Number, Bank Account Number and Passport Number of our Promoters have been submitted to the Stock Exchange at the time of filing of this Prospectus.

Further, our Promoter, Our Promoter Group and relatives of our Promoter have confirmed that they have not been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

Neither our Promoters nor members of our Promoter Group or any persons in control have been debarred or restricted from accessing the capital markets for any reason, by SEBI or any other authorities. Our Promoters are not, nor has been a promoter, director or person in control of any company which is debarred or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

Change in management and control of the Company

There has been no change in the control or management of our Company during the last three years preceding the date of this Prospectus.

Interests of our Promoters

Interest in the promotion of the Company

As of the date of this Prospectus, our Promoters hold an aggregate of 12,04,163 Equity Shares, aggregating to 60.50% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

Our Promoters are interested in our Company only to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining



to our Promoters' shareholding, please refer to section titled '*Capital Structure*' beginning on page **44** of this Prospectus.

Interest in property, land, construction of building, supply of machinery

We do not own the registered office from which we operate. It is in the name of the Promoter Mr. Arpit Rajnikant Mehta. Our Promoter has permitted us to use as our Registered Office without consideration. However, we do not have any written agreement/document regarding the same.

Except as stated above, Our Promoter does not have any interest in any property acquired by our Company within three years preceding the date of filing this Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements except as stated in "*Financial Statements*" on page **130** of this Prospectus.

Interest as Guarantor

None of the Promoters are interested as guarantor of our company.

Interest as a director

None of the promoters are interested as directors of the Company. For further details, please refer to section titled '*Our Management*' beginning on page **110** of this Prospectus.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director or for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Payment of Amounts or Benefits to our Promoters or Promoter Group during the last two years

Except as stated in '*Financial Statement*' on page **130** of this Prospectus, no amount or benefit has been paid by our Company to our Promoters or the members of our Promoter Group since the incorporation of the Company

Our Promoter Group

In addition to our Promoters named hereinabove, the following natural persons are part of our Promoter Group in terms of Regulation 2(1)(pp) (ii) of SEBI ICDR Regulations 2018:

Name of our Promoter	Name of the Relatives	Relationship with the Relative
Mr. Arpit Rajnikant Mehta	Father	Rajnikant Mehta
	Mother	Naliniben Mehta
	Spouse	Rajal Arpit Mehta
	Brother(s)	-
	Sister(s)	Rajal Asit Mehta
	Son(s)	Luvv Mehta and Khush Mehta
	Daughter(s)	-
	Spouse Father	Ashvinkumar Vyas
	Spouse Mother	Sarojini Vyas
	Spouse Brother(s)	Bhavin Vyas
	Spouse Sister(s)	Payal Trivedi and Seema Vyas



Name of our Promoter	Name of the Relatives	Relationship with the Relative
Mrs. Rajal Asit Mehta	Father	Ashvinkumar Vyas
	Mother	Sarojini Vyas
	Spouse	Arpit Mehta
	Brother(s)	Bhavin Vyas
	Sister(s)	Payal Trivedi and Seema Vyas
	Son(s)	Luvv Mehta and Khush Mehta
	Daughter(s)	-
	Spouse Father	Rajnikant Mehta
	Spouse Mother	Naliniben mehta
	Spouse Brother(s)	-
	Spouse Sister(s)	Rajal Asit Mehta

Our Promoter Group as defined under Regulation 2(1)(pp)(iii) of the SEBI (ICDR) Regulations, 2018 includes following entities:

Nature of Relationship	Mr. Arpit Mehta	Mrs. Rajal Arpit Mehta
Any body corporate in which Promoter or Immediate relative or a firm/HUF in which core promoter or immediate relative is partner/proprietor holds individually or collectively 20% shareholding and more.	Shree Organic Chemicals (AHM) Pvt Ltd Wow Cinepulse Multiplex Pvt Ltd	
Any body corporate in which a body corporate mentioned above holds 20% or more of the total shareholding.		
Any HUF / Firm in which Core Promoter or Immediate relative holds individually or collectively 20% stake and more.	Shree Maa Foundation(Trust)	

Companies with which the Promoters has disassociated in the last three years

Except as stated below, none of our Promoters have disassociated themselves from any of the companies, firms or entities during the last three years preceding the date of this Prospectus.

Name of the Company	Reasons
Luvv Kush Realty Pvt Ltd	Strike Off

Experience of Promoters in the line of business

Our Promoter is well experienced in the Company's line of business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters, please refer to section titled '*Outstanding Litigations and Material Developments*' beginning on page 157 of this Prospectus.



Other Confirmation

As on the date of this Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Prospectus, except as disclosed under chapter titled ***“Outstanding Litigation and Material Developments”*** beginning on page ***157*** of this Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulter nor as a fugitive economic offender as defined under the SEBI ICDR Regulations, 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 our Promoters.

DIVIDEND POLICY

Under the companies Act, 2013, an Indian company pays dividends upon a recommendation of its Board of Directors and approved by 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 dividend 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 three years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our company and in case of interim dividend within 30 days of declaration by the Board of Directors. When dividend are declared, all the Equity Shareholders whose name 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 shareholders who ceases to be an Equity Shareholder prior to the recorded date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our company.



SECTION IX - FINANCIAL STATEMENTS

RESTATED FINANCIAL INFORMATIONS

**INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS OF
CITY PULSE MULTIPLEX LIMITED**

Auditor's Report on the Restated Statement of Assets and Liabilities as at March 31, 2019 2018 and 2017 Profit and Loss and Cash Flow for each of the years/period ended on March 31, 2019 2018 and 2017 of CITY PULSE MULTIPLEX LIMITED (Collectively, the "Restated Summary Statement")

To
The Board of Directors
CITY PULSE MULTIPLEX LIMITED
401, 4th Floor, Sachet 1,
Swastik Cross Road,
Navrangpura,
Ahmedabad-380009, Gujarat, India

Dear Sir,

1. We have examined the attached Restated Summary Statement along with significant accounting policies and related notes of **CITY PULSE MULTIPLEX LIMITED**, (hereinafter referred to as "the Company") as at and for the period/year ended March 31, 2019, 2018 and 2017 annexed to this report and prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited.
2. These restated summary statements have been prepared in accordance with the requirements of:
 - (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the 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 2018 ("**ICDR Regulations**") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI**")
3. We have examined such restated financial statements taking into consideration:
 - (i) The terms of reference to our engagement letter with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on SME Platform of BSE Limited ("**IPO**" or "**SME IPO**"); and
 - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").
4. The restated financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the period ended on March 31, 2019, 2018 and 2017.

5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- (i) The “**restated statement of asset and liabilities**” of the Company as at March 31, 2019, 2018 and 2017 by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
 - (ii) The “**restated statement of profit and loss**” of the Company for the period/year ended on March 31, 2019, 2018 and 2017 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
 - (iii) The “**restated statement of cash flows**” of the Company for the period/year ended on March 31, 2019, 2018 and 2017 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.
6. Based on our examination, we are of the opinion that the restated financial statements have been prepared:
- a) Using consistent accounting policies for all the reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.
 - c) There are no extra-ordinary items other than those appearing in financials that need to be disclosed separately in the accounts and requiring adjustments.
 - d) There are no audit qualifications in the audit reports issued by the statutory auditor for the period ended November 30, 2018, March 31, 2018, 2017 and 2016 which would require adjustments in this restated financial statement of the Company.
 - e) There are no revaluation reserves, which need to be disclosed separately.
 - f) The Company has not paid any dividend on its equity shares
7. 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 period ended on March 31, 2019, 2018 and 2017 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”).

Annexure to restated financial statements of the Company: -

1. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
2. Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
3. Summary statement of cash flow as restated as appearing in ANNEXURE III;
4. Significant accounting policies as restated as appearing in ANNEXURE IV A;
5. Reconciliation of Restated Profit as restated as appearing in ANNEXURE IV B;
6. Reconciliation of Restated Equity as restated as appearing in ANNEXURE IV C;
7. Details of share capital as restated as appearing in ANNEXURE V to this report;
8. Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report;
9. Details of long-term borrowings as restated as appearing in ANNEXURE VII to this report;
10. Details of deferred tax asset/liability as restated as per ANNEXURE VIII to this report;
11. Details of Trade Payable as restated as appearing in ANNEXURE IX to this report;



12. Details of Other Current Liabilities as restated as appearing in ANNEXURE X to this report;
 13. Details of Short-term provision as restated as appearing in ANNEXURE XI to this report;
 14. Details of Fixed Assets as restated as appearing in ANNEXURE XII to this report;
 15. Details of Long-term Loans and Advances as restated in ANNEXURE XIII to this report
 16. Details of Other Non-Current Assets as restated as appearing in ANNEXURE XIV to this report;
 17. Details of Trade Receivables as restated appearing in ANNEXURE XV to this report;
 18. Details of Cash & Cash Equivalents as restated appearing in ANNEXURE XVI to this report;
 19. Details of Other current assets as restated as appearing in ANNEXURE XVII to this report;
 20. Details of Revenue from Operations as restated as appearing in ANNEXURE XVIII to this report;
 21. Details of employee benefit expenses as restated appearing in ANNEXURE XIX to this report;
 22. Details of depreciation as restated appearing in ANNEXURE XX to this report;
 23. Details of other expenses as restated appearing in ANNEXURE XXI to this report;
 24. Details of Other Income as restated as appearing in ANNEXURE XXII to this report
 25. Details of related party transactions as restated as appearing in ANNEXURE XXIII to this report;
 26. Summary of Capitalization Statement as at March 31, 2019 as restated as appearing in ANNEXURE XXIV to this report,
8. 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.
 9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 10. In our opinion, the above financial information contained in Annexure I to XXIII of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV 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.
 11. 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 O. R. Maloo and Co.
Chartered Accountants
Firm Registration No.: - 135561W

Partner
Membership No.-044074

Place- Ahmedabad
Date April 15,2019



ANNEXURE – I STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(IN LACS)

Particulars	Annx No.	As at March 31,		
		2019	2018	2017
I. EQUITY AND LIABILITIES				
<u>(1) Shareholder's Funds</u>				
(a) Share Capital	V	104.74	25.00	25.00
(b) Reserves and Surplus	VI	133.10	-78.83	-105.10
<u>(2) Share Application Money Pending Allotment</u>		-	-	-
<u>(3) Non-Current Liabilities</u>				
(a) Long-Term Borrowings	VII	261.99	351.15	311.57
(b) Long term provision		-	-	-
(c) Other Long-Term Liabilities		-	-	-
(d) Deferred Tax Liability	VIII	14.48	14.21	16.31
<u>(4) Current Liabilities</u>				
(a) Short-Term Borrowings		-	-	-
(b) Trade Payables	IX	22.35	3.98	23.22
(c) Other Current Liabilities	X	66.66	2.83	4.19
(d) Short-Term Provisions	XI	12.26	6.19	1.14
Total		615.58	324.54	276.33
II.ASSETS				
<u>(1) Non-Current Assets</u>				
<u>(a) Fixed Assets</u>	XII			
- Tangible Assets		307.69	170.95	148.83
- Intangible Assets		-	-	-
- Capital Work in Progress		25.90	25.90	25.90
(b) Non-Current Investments		-	-	-
(c) Deferred Tax Assets		-	-	-
(d) Long Term Loans And Advances	XIII	81.38	34.69	45.57
(e) Other Non-Current Assets	XIV	17.50	17.50	17.50
<u>(2) Current Assets</u>				
(a) Inventories		-	-	-
(b) Trade receivables	XV	139.19	14.31	13.87
(c) Cash and Cash Equivalents	XVI	8.86	16.73	11.60
(d) Short-Term Loans And Advances		-	-	-
(e) Other Current Assets	XVII	35.05	44.45	13.05
Total		615.58	324.57	276.33

Note: The above statement should be read with the restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures II, III and IV respectively.

As per our report of even date attached

O. R. Maloo and Co

Chartered Accountants

Firm Registration: 13556W

CA Omkar Maloo

Partner

Membership number: 044074

Place: Ahmedabad

Date: April 15,2019

For and on behalf of the Board of Directors

CITY PULSE MULTIPLEX LIMITED

Mr. / Luvv Arpit Mehta

Director

DIN: 08019908

Mr. Rajnikant Ashabhai Mehta.

Whole Time Director

DIN: 07158788

Mrs. Rajal Arpit Mehta

Chief Financial Officer

Ms. Divya Jitendrakumar Agrawal

Company Secretary & Compliance Officer



ANNEXURE – II STATEMENT OF PROFIT & LOSS AS RESTATED

(IN LACS)

Particulars	Annx No.	As at March 31,		
		2019	2018	2017
<u>Revenue:</u>				
Revenue from Operations (Net of Taxes)	XIII	308.96	65.80	20.89
Other Income	XXII	-	8.13	3.17
Total Revenue(A)		308.96	73.92	24.06
<u>Expenses:</u>				
Cost of Material Consumed		-	-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-	-
Employee benefit expenses	XIX	19.14	6.73	7.77
Financial Cost		-	-	-
Depreciation and amortization expenses	XX	14.79	3.92	2.74
Others Expenses	XXI	214.97	39.10	8.29
Total Expenses(B)		248.90	49.74	18.80
Profit before exceptional, extraordinary items and tax (A-B)		60.06	24.18	5.26
Less: Exceptional Items		-	-	-
Profit before extraordinary items and tax		60.06	24.18	5.26
Extra ordinary items		-	-	-
Profit before tax		60.06	24.18	5.26
Tax expense :				
Current tax		0.70	-	-
Deferred Tax - Current Year		0.26	-2.10	-4.70
Profit/(Loss) for the period After Tax- PAT		59.10	26.28	9.96

Note: The above statement should be read with the restated of assets & liabilities, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, III and IV respectively.

As per our report of even date attached

O. R. Maloo and Co

Chartered Accountants

Firm Registration: 13556W

CA Omkar Maloo

Partner

Membership number: 044074

Place: Ahmedabad

Date: April 15, 2019

For and on behalf of the Board of Directors

CITY PULSE MULTIPLEX LIMITED

Mr. Rajnikant Ashabhai Mehta

Whole Time Director
DIN: 07158788

Mr. / Luvv Arpit Mehta
Director
DIN: 08019908

Mrs. Rajal Arpit Mehta
Chief Financial Officer

Ms. Divya Jitendrakumar Agrawal
Company Secretary & Compliance Officer

ANNEXURE – III STATEMENT OF CASH FLOW AS RESTATED

(IN LACS)

Particulars	As at March 31,
-------------	-----------------



	2019	2018	2017
Cash Flow From Operating Activities:			
Net Profit before tax as per Profit and Loss A/c	60.06	24.18	5.26
Adjustments for:			
Depreciation & Amortization Expense	14.79	3.92	2.74
Loss on sale of Fixed assets	-	-	3.90
Finance Cost	-	-	-
Operating Profit Before Working Capital Changes	74.85	28.10	11.90
Adjusted for (Increase)/ Decrease in:			
Short term provision	6.07	5.06	1.14
Trade Receivables	-124.88	-0.44	-
Other current assets	9.40	-31.40	-2.54
Trade Payables	18.37	-19.25	-20.00
Other Current Liabilities	63.83	-1.35	0.30
Cash Generated From Operations	-27.22	-47.39	-21.10
Net Income Tax paid/ refunded	-0.77	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	47.07	-19.11	-9.18
Cash Flow From Investing Activities:			
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	-151.54	-26.04	70.72
Net (Increase)/Decrease in Long Term Loans & Advances	-46.69	10.88	-34.07
Net Cash Flow from/(used in) Investing Activities: (B)	-198.22	-14.20	36.65
Cash Flow from Financing Activities:			
Proceeds From issue of Share Capital	79.74	-	-
Net Increase/(Decrease) in Share Premium	152.90	-	-
Net Increase/(Decrease) in Long Term Borrowings	-89.16	39.58	-20.94
Interest on borrowings	-	-	-
Net Cash Flow from/(used in) Financing Activities (C)	143.48	39.58	-20.94
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-7.87	5.13	6.51
Cash & Cash Equivalents As At Beginning of the Year	16.73	11.60	5.09
Cash & Cash Equivalents As At End of the Year	8.86	16.73	11.60

- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements specified under 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).
- Figures in Brackets represents outflow.
- The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively.

As per our report of even date attached

O. R. Maloo and Co

Chartered Accountants

Firm Registration: 13556W

CA Omkar Maloo

Partner

Membership number: 044074

Place: Ahmedabad

Date: April 15, 2019

For and on behalf of the Board of Directors

CITY PULSE MULTIPLEX LIMITED

Mr. Rajnikant Ashabhai Mehta

Whole Time Director

DIN: 07158788

Mrs. Rajal Arpit Mehta

Chief Financial Officer

ANNEXURE – IV A

Mr. / Luvv Arpit Mehta

Director

DIN: 08019908

Ms. Divya Jitendrakumar Agrawal

Company Secretary & Compliance Officer

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS



1. COMPANY OVERVIEW

CITY PULSE MULTIPLEX LTD is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in Cinema Services.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Restated Summary Statement of Assets and Liabilities of the Company as on March 31, 2019, March 31, 2018 and March 31, 2017 and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the same period mentioned above and the annexure thereto (collectively, the “Restated Financial Statements” or “Restated Summary Statements”) have been extracted by the management from the Financial Statements of the Company for the year ended on March 31, 2019, March 31, 2018 and March 31, 2017.

B) USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make assumptions, critical judgments and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

C) REVENUE RECOGNITION

1. Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are transferred to the customer. Sales are net of discounts, sales tax, value added tax and estimated returns. Excise duty collected on sales are shown by way of deduction from sales.
2. Provision for sales returns are estimated primarily on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.
3. Dividend income is recognized when the right to receive dividend is established.
4. Interest income is recognized using the time-proportion method, based on rates implicit in the transaction.
5. Revenue in respect of other income is recognized when a reasonable certainty as to its realization exists.

D) FIXED ASSETS

Tangible Assets are stated at cost of acquisition or construction less accumulated depreciation. Cost includes purchase price and all other attributable cost of bringing the asset to working condition for intended use.

Fixed Assets are re-arranged and re-grouped according to the Company Act, 2013.

E) DEPRECIATION AND AMORTIZATION

Depreciation on tangible assets has been provided on “WDV” method in accordance with the provision of Schedule II of the Companies Act, 2013. Depreciation in respect of tangible assets put to use in current year has been charged on pro rata basis. Residual values @ 5% of the cost of assets are provided.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically.

F) FINANCE COST

Finance costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

G) INVESTMENTS

Long-term investments are stated at cost. Provision is made to recognize any diminution in value, other than that of a temporary nature.

H) VALUATION OF INVENTORIES

There is no inventory in Business

I) EMPLOYEE BENEFITS**1. Short-term employee benefits**

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees.

2. Long-term employee benefits

Contribution in case of defined contribution plans (provident fund, superannuation benefit, social security schemes and (other fund/schemes) is charged to the statement of profit and loss as and when it is incurred as employees' costs.

3. Other long-term benefits

Long-term compensation plan to employees (being deferred compensation paid 12 months or more after the end of the period in which it is earned) are expensed out in the period to which the costs relate at present value of the benefits under the plan.

The liability for compensated absences and leave encashment is provided on the basis of actuary valuation, as at balance sheet date.

J) TAXATION

- (i) Current tax is accounted on the basis of estimated taxable income for the current accounting year and in accordance with the provisions of the Income Tax Act, 1961.
- (ii) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is unabsorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realised.
- (iii) Tax credit is recognised in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JB of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time frame and is reviewed at each Balance Sheet date.

K) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss



for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

L) PROVISION AND CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

3. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS/YEARS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies adopted by the Company.

4. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

RECONCILIATION OF RESTATED PROFIT:

**ANNEXURE – IVB
(IN LACS)**

Adjustments for	For the year ended March 31,		
	2019	2018	2017
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	59.10	26.28	8.99
Adjustments for:			
Provision for Tax	-	-	0.97
Net Profit/ (Loss) After Tax as Restated	59.10	26.28	9.96

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

Adjustments having impact on Profit

1. Provision for Taxation- Provision for Taxation has been adjusted for Items like Mat Credit Entitlement.

RECONCILIATION OF RESTATED EQUITY/NETWORTH

**ANNEXURE – IVC
(IN LACS)**

Adjustments for	For the year ended March 31,		
	2019	2018	2017
Equity / Net worth As per Audited Financials	236.87	-54.79	-81.06
Adjustments for:			
Differences pertaining to changes in Profit / Loss due to restated effect for the period covered in Restated Financial	0.96	0.96	0.96
Equity / Net worth As Restated	237.84	-53.83	-80.10

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

Adjustments having impact on Profit:

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 financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

DETAILS OF SHARE CAPITAL AS RESTATED

**ANNEXURE – V
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
EQUITY SHARE CAPITAL :			
AUTHORISED:			
Equity Shares of Rs. 10/- each	350.00	50.00	50.00
	350.00	50.00	50.00
ISSUED, SUBSCRIBED AND PAID UP			
Equity Shares of Rs. 10/- each	104.74	25.00	25.00
	104.74	25.00	25.00
Reconciliation of number of shares outstanding at the end of the year			
Equity Shares at the beginning of the year Class	2,50,000	2,50,000	2,50,000
Add: Shares issued during the year	7,97,386	-	-
Add: Bonus Shares issued during the year	-	-	-
TOTAL	10,47,386	2,50,000	2,50,000

For the period 3 years immediately preceding the date at which the balance sheet is prepared.

Particulars	As at March 31,		
	2019	2018	2017
Aggregate no. and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-	-
Aggregate no. and class of shares allotted as fully paid up by way of bonus shares	-	-	-
Aggregate no. and class of shares bought back	-	-	-

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Particulars	As at 31 March 2019		As at 31 March 2018		As at 31 March 2017	
	No.	% of Holding	No.	% of Holding	No.	% of Holding
Rajal A Mehta	1,04,390	9.97%	55,000	22.00%	100,000	40.00%
City Plus Media (India) Limited					95,000	38.00%
Arpit R Mehta	5,28,380	50.45%	150,000	60.00%	25,000	10.00%
Ashok Bansidhar Purohit					29,990	11.996%
Dr Luvv Mehta	43,333	4.14%	35,000	14.00%		
Aashirvad Vision Private Limited	2,91,200	27.80%				
Total	9,68,303	92.45%	2,40,000	96.00%	2,50,000	99.996%

DETAILS OF RESERVES & SURPLUS AS RESTATED

**ANNEXURE – VI
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
PROFIT AND LOSS ACCOUNT			
Opening Balance	-146.83	-173.10	200.06



City Pulse Multiplex Limited

Less: Deduction	0.07	-	-
Add: Profit / (Loss) for the year / period	59.10	26.28	9.96
Add: Transfer from share forfeiture account	-	-	17.00
Closing Balance	-87.80	-146.83	-173.10
SECURITIES PREMIUM ACCOUNT			
Opening Balance	68.00	68.00	68.00
Add: Premium received during the year	152.90	-	-
Less: Utilised for Bonus Shares issued	-	-	-
Closing Balance	220.90	68.00	68.00
TOTAL	133.10	-78.83	-105.10

DETAILS OF LONG-TERM BORROWINGS AS RESTATED

ANNEXURE – VII
(IN LACS)

Particulars	As at March 31,		
	2019	2018	2017
Unsecured			
From Related Parties	186.59	182.04	191.44
From Directors	-	146.21	107.19
From Others	75.40	22.90	12.94
TOTAL	261.99	351.15	311.57

DETAILS OF DEFERRED TAX ASSET/LIABILITY AS RESTATED

ANNEXURE – VIII
(IN LACS)

Particulars	As at March 31,		
	2019	2018	2017
Deferred Tax Liability			
Deferred Tax Assets/ Liabilities (Net)	14.48	14.21	16.31
Deferred Tax Liability/(Assets) (net)	14.48	14.21	16.31

DETAILS OF TRADE PAYABLES AS RESTATED

ANNEXURE – IX
(IN LACS)

Particulars	As at March 31,		
	2019	2018	2017
Trade Payable	22.35	3.98	23.22
TOTAL	22.35	3.98	23.22

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

ANNEXURE – X
(IN LACS)

Particulars	As at March 31,		
	2019	2018	2017
Outstanding Exp.	1.62	1.32	1.02



City Pulse Multiplex Limited

Statutory Dues	30.04	1.51	0.25
Other Payables	-	-	2.92
Advance from Customers	29.00	-	-
Remuneration Payable	6.00	-	-
TOTAL	66.66	2.83	4.19

DETAILS OF SHORT-TERM PROVISIONS AS RESTATED

**ANNEXURE – XI
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
Provision for taxation	12.26	6.19	1.14
TOTAL	12.26	6.19	1.14

DETAILS OF FIXED ASSETS AS RESTATED

**ANNEXURE–XIV
(IN LACS)**



As at 31.03.2017

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2016	ADDITIONS	DEDUC TIONS	AS AT 31.03.2017	UPTO 01.04.2016	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
<u>TANGIBLE</u>					-					
Buildings	124.23		29.64	94.59	13.55	1.48	3.05	11.98	82.61	110.68
Plant & Machinery	73.93		34.77	39.16	39.25	0.91	7.97	32.19	6.97	34.68
Furniture & Fittings	53.46		53.46	-	45.20	-	45.20	-	-	8.26
Computers and Data processing units	0.68	0.28	-	0.96	0.65	0.02	-	0.67	0.29	0.03
Electricals Installations & Equipments	14.85		7.20	7.65	9.00	0.32	3.14	6.18	1.47	5.85
Land	66.68		9.18	57.50	-	-	-	-	57.50	66.68
Total	333.83	0.28	134.25	199.86	107.65	2.73	59.36	51.02	148.84	226.18
<u>Capital WIP (B)</u>										
Capital WIP	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Total	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Grand Total	359.73	0.28	134.25	225.76	107.65	2.73	59.36	51.02	174.74	252.08
Previous Year Total	359.73	-	-	359.73	88.00	19.65	-	107.65	252.08	271.73

As at 31.03.2018

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2017	ADDITIONS	DEDUC TIONS	AS AT 31.03.2018	UPTO 01.04.2017	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
<u>TANGIBLE</u>					-					
Buildings	94.59	8.20	-	102.79	11.98	1.55	-	13.53	89.26	82.61
Plant & Machinery	39.16	5.50	-	44.66	32.19	1.28	-	33.47	11.19	6.97
Furniture & Fittings	-	9.86	-	9.86	-	0.63	-	0.63	9.23	-
Computers and Data processing units	0.96	-	-	0.96	0.67	0.09	-	0.76	0.20	0.29
Electricals Installations & Equipments	7.65	2.48	-	10.13	6.18	0.37	-	6.55	3.58	1.47
Land	57.50	-	-	57.50	-	-	-	-	57.50	57.50
Total	199.86	26.04	-	225.90	51.02	3.92	-	54.94	170.96	148.84
<u>Capital WIP (B)</u>										



City Pulse Multiplex Limited

Capital WIP	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Total	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Grand Total	225.76	26.04	-	251.80	51.02	3.92	-	54.94	196.86	174.74
Previous Year Total	359.73	0.28	134.25	225.76	107.65	2.73	59.36	51.02	174.74	252.08

As at 31.03.2019

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2018	ADDITIONS	DEDUC TIONS	AS AT 31.03.2019	UPTO 01.04.2018	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2019	AS AT 31.03.2019	AS AT 31.03.2018
<u>TANGIBLE</u>										
Buildings	102.79	124.53	-	227.32	13.53	4.36	-	17.89	209.43	89.26
Plant & Machinery	44.66	3.48	-	48.14	33.47	2.90	-	36.37	11.77	11.19
Furniture & Fittings	9.86	3.87	-	13.73	0.63	3.76	-	4.39	9.34	9.23
Computers and Data processing units	0.96	-	-	0.96	0.76	0.10	-	0.86	0.10	0.20
Electricals Installations & Equipment	10.13	19.65	-	29.78	6.55	3.67	-	10.22	19.56	3.58
Land	57.50	-	-	57.50	-	-	-	-	57.50	57.50
Buildings	102.79	124.53	-	227.32	13.53	4.36	-	17.89	209.43	89.26
Total	225.90	151.53	-	377.43	54.94	14.79	-	69.73	307.70	170.96
<u>Capital WIP (B)</u>										
Capital WIP	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Total	25.90	-	-	25.90	-	-	-	-	25.90	25.90
Grand Total	251.80	151.53	-	403.33	54.94	14.79	-	69.73	333.60	196.86
Previous Year Total	225.76	26.04	-	251.80	51.02	3.92	-	54.94	196.86	174.74



DETAILS OF LONGTERM LOANS AND ADVANCES AS RESTATED

**ANNEXURE – XIII
(IN LACS)**

Particulars	As at March 31,		
	2019	2,018	2017
Security Deposit	7.54	6.29	5.19
Others	56.15	21.55	39.42
MAT CREDIT ENTITLEMENT	17.69	6.85	0.97
TOTAL	81.38	34.69	45.57

DETAILS OF OTHER NON-CURRENT ASSETS AS RESTATED

**ANNEXURE – XIV
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
Investment in NSC	2.50	2.50	2.50
Share in Shalimar Mahudha cinema	15.00	15.00	15.00
TOTAL	17.50	17.50	17.50

DETAILS OF TRADE RECEIVABLES AS RESTATED

**ANNEXURE – XV
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
- Over Six Months	14.31	13.87	13.87
- Below Six Months	124.88	0.44	-
TOTAL	139.19	14.31	13.87

DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

**ANNEXURE – XVI
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
Cash in Hand	7.61	9.54	9.25
Balance with Bank	1.25	7.19	2.36
Total	8.86	16.73	11.60

DETAILS OF OTHER CURENT ASSETS AS RESTATED

**ANNEXURE – XVII
(IN LACS)**

Particulars	As at March 31,		
	2019	2018	2017
Advance to Creditors	20.79	9.24	8.04
Current assets- other	14.27	35.22	4.95
TDS 2014-15	-	-	0.01
TDS 2015-16	-	-	0.05



TOTAL	35.05	44.45	13.05
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DETAILS OF REVENUE FROM OPERATIONS AS RESTATED **ANNEXURE – XVIII**
(IN LACS)

Particulars	For the year ended March 31,		
	2019	2018	2017
REVENUE FROM OPERATIONS			
Sales	380.96	65.80	20.89
Total Net Revenue from Operations	308.96	65.80	20.89

DETAILS OF EMPLOYEE BENEFIT EXPENSE AS RESTATED **ANNEXURE – XIX**
(IN LACS)

Particulars	For the year ended March 31,		
	2019	2018	2017
EMPLOYEE BENEFITS EXPENSE:			
Salaries & Wages	11.92	6.73	7.77
Staff Welfare Expenses	1.22	-	-
Director remuneration	6.00	-	-
Total	19.14	6.73	7.77

DETAILS OF DEPRECIATION AS RESTATED **ANNEXURE – XX**
(IN LACS)

Particulars	For the year ended March 31,		
	2019	2018	2017
Depreciation & Amortization			
Depreciation	14.79	3.92	2.74
Total	14.79	3.92	2.74

DETAILS OF OTHER EXPENSES AS RESTATED **ANNEXURE – XXI**
(IN LACS)

Particulars	For the year ended March 31,		
	2019	2018	2017
OTHER EXPENSES			
Audit Fees	0.30	0.30	0.30
Distributor charges	-	-	0.10
Interest on income tax	0.40	0.71	0.17
Loss on Sale of Property	-	-	3.90
Travelling Expenses	0.10	0.91	1.21
Book debt W/off	-	0.56	-
Advertisement Fess	0.65	0.16	-
Internet Broadband Exp	-	1.09	-
Office Exp	2.31	0.88	0.51
Penalty on GST	-	0.01	-
Rent	28.70	6.63	-
Web Design Charges	2.20	0.25	-



BROKERAGE EXPENSES	0.50	-	-
CONTRACT OF SUPPLY	8.09	-	-
PROFESSIONAL FEES	16.21	-	-
REGISTRATION EXP	0.36	-	-
SECURITY CHARGES	5.47	-	-
PRINTING AND STATIONERY EXPENSES	2.44		
Artist Fees	-	5.92	1.98
Electricity, Fuel & Maintenance	15.88	2.49	0.10
Film Sharing	17.66	1.76	-
FOOD & BEVERAGES PURCHASE	38.95	8.44	-
Franchise Exp	-	3.17	-
Inter State Film Sharing	71.26	5.65	-
Bank Charges	0.20	0.18	.02
Other Exp	0.65	-	-
Commission Exp	2.66	-	-
Total	214.97	39.10	8.29

DETAILS OF OTHER INCOME AS RESTATED

ANNEXURE – XXII

(IN LACS)

Particulars	For the Year Ended March 31		
	2019	2018	2017
Other income	-	8.13	3.17
Net Profit Before Tax as Restated	60.06	24.18	5.26
Percentage	0.00%	33.60%	60.25%

Source of Income

Rent Income	-	8.05	3.08	Recurring and not related to business activity
Interest Income	-	0.08	0.09	Recurring and related to business activity.
Total Other Income	-	8.13	3.17	

DETAILS OF RELATED PARTY TRANSACTIONS AS RESTATED

ANNEXURE – XXIII

(IN LACS)

3. List of Related Parties

As per Accounting Standard 18 on related party disclosure issued by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

E. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise:

NIL

F. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture:

March 31, 2019	March 31, 2018	March 31, 2017
-	-	-

G. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual:

March 31, 2019	March 31, 2018	March 31, 2017
-	-	-

H. Key Managerial Personal (KMP) and Relatives of KMP

March 31, 2019	March 31, 2018	March 31, 2017
i. Key Managerial Personal		
ARPITKUMAR RAJNIKANT MEHTA	ARPITKUMAR RAJNIKANT MEHTA	ARPITKUMAR RAJNIKANT MEHTA
RAJAL ARPITKUMAR MEHTA	RAJAL ARPITKUMAR MEHTA	RAJAL ARPITKUMAR MEHTA
ii. Relative of KMP		
RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA
NALINIBEN RAJNIKANT MEHTA	NALINIBEN RAJNIKANT MEHTA	NALINIBEN RAJNIKANT MEHTA
LUVV ARPIT MEHTA	LUVV ARPIT MEHTA	LUVV ARPIT MEHTA
RAJAL ASHIT MEHTA	RAJAL ASHIT MEHTA	RAJAL ASHIT MEHTA
RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA	RAJNIKANT ASHABHAI MEHTA

4. Details of transaction with related parties

(IN LACS)

Name	Relationship	Nature of Transaction	Amount of transaction in 2018-2019	Amount of transaction in 2017-2018	Amount of transaction in 2016-2017
ARPITKUMAR RAJNIKANT MEHTA	Key Management Personnel (KMP)	Managerial Remuneration	4.50		2.50
		Interest Paid			
		Loan Due To	-134.69	38.56	
RAJAL ARPITKUMAR MEHTA	Key Management Personnel (KMP)	Managerial Remuneration	1.50		2.50
		Interest Paid			
		Loan Due To	-11.52	0.46	
RAJNIKANT ASHABHAI MEHTA	Director	Salary			0.60
		Interest Paid			
		Loan Due To			
NALINIBEN RAJNIKANT MEHTA	Director	Salary			0.40
		Interest Paid			
		Loan Due To			
LUVV ARPIT MEHTA RAJAL ASHIT	Relative of Director Relative of	Interest Paid			
		Loan Due To			



MEHTA	Director				
RAJAL ASHIT MEHTA	Relative of Director	Interest Paid			
		Loan Due To	4.55		

5. Details of balance outstanding at the end of the year

(IN LACS)

Name	Relationship	Nature of Transaction	Amount of transaction in 2018-2019	Amount of transaction in 2017-2018	Amount of transaction in 2016-2017
ARPITKUMAR RAJNIKANT MEHTA	Key Management Personnel (KMP)	Managerial Remuneration			
		Interest Paid			
		Loan Due To		134.69	96.13
RAJAL ARPITKUMAR MEHTA	Key Management Personnel (KMP)	Managerial Remuneration			
		Interest Paid			
		Loan Due To		11.52	11.06
RAJAL ASHIT MEHTA	Relative of Director	Interest Paid			
		Loan Due To	4.55		
CITY PULSE MEDIA LIMITED	Relatives of Director	Executive Remuneration			
		Interest Paid			
		Loan Due To	162.09	162.09	162.09
LUVV KUSH REALITY PVT LTD	Relatives of Director	Executive Remuneration			
		Interest Paid			
		Loan Due To	19.95	19.95	19.95

OTHER FINANCIAL INFORMATION

Statement of other Financial Information-

(₹ In Lakhs, except per share data)

Particulars	For the year ended March 31,		
	2019	2018	2017
Restated PAT as per P& L Account	59.10	26.28	9.96
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	75.06	28.28	8.02
Weighted Average Number of Equity Shares at the end of the Year/Period	3,54,800	2,50,000	2,50,000
Number of Equity Shares outstanding at the end of the Year/Period	12,97,447	11,92,647	11,92,647
Number of Equity Shares outstanding at the end of the Year/Period	10,47,386	2,50,000	2,50,000
Net Worth	237.84	-53.83	-80.10
Earnings Per Share			
Basic & Diluted EPS	16.66	10.51	3.98
Adjusted EPS*	2.97	-	-
Return on Net Worth (%)	24.85%	-48.81%	-12.43%
Net Asset Value Per Share (Rs)	22.71	-21.53	-32.04
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

*Company issued 9,42,647 bonus shares on 16th April 2019, Which are Adjusted for the EPS calculation purpose.

- Ratios have been calculated as below

Basic Earnings Per Share (EPS) (Rs.)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Number of Equity Shares at the end of the year/ period}}$
Diluted Earnings Per Share (EPS) (Rs.)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year/ period}}$
Return on Net Worth (%)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$
Net Asset Value per equity share (Rs.)	$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year/ period}}$
- 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.
- Earnings per share calculation are done in accordance with Accounting Standard 20 "Earning per share", issued by the Institute of Chartered Accountants of India.

For O. R. Maloo and Co.
Chartered Accountant
FRN:- 135561W
Partner
M.No.- 044074
Place:- Ahmedabad
Date:-April 15, 2019



CAPITALISATION STATEMENT

CAPITALISATION STATEMENT AS AT March 31, 2019

ANNEXURE – XXIV

Particulars	(IN LACS)	
	Pre-Issue	Post Issue
Borrowings		
Short term debt (A)	-	-
Long Term Debt (B)	261.99	261.99
Total debts (C)	261.99	261.99
Shareholders' funds		
Equity share capital	104.74	331.80
Reserve and surplus - as restated	133.10	304.44
Total shareholders' funds	237.84	636.24
Long term debt / shareholders' funds	1.10	0.41
Total debt / shareholders' funds	1.10	0.41

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with the Restated Financial Statements, the notes and significant accounting policies thereto and the reports thereon in “Financial Statements” beginning on page 130 which have been prepared in accordance with Accounting Standard, the Companies Act and the SEBI ICDR Regulations.

Our financial statements, as included in this Prospectus were prepared in accordance with Accounting Standard and restated in accordance with the requirements of SEBI ICDR Regulations, and for the financial years ended March 31, 2019, 2018 and 2017 were prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information depends on the reader’s level of familiarity with the Companies Act, Accounting Standard and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Prospectus, by persons not familiar with Indian accounting practices, should accordingly be limited

Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

This discussion reflects our management’s current views with respect to future events and our financial performance. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections titled “Risk Factors” and “Our Business” beginning on page 16 and 83 respectively of this Prospectus.

Significant factors affecting our results of operations and financial condition

We believe that the following factors significantly affect our results of operations and financial condition during the periods under review and may continue to affect our results of operations and financial condition in the future as well

FACTORS AFFECTING OUR FINANCIAL RESULTS

Our business is subject to various risks and uncertainties, including those discussed in the section titled “**Risk Factors**” beginning on page 16 of this Prospectus. Some of the important factors that have affected and we expect will continue to affect, our results of operations, financial condition and cash flows are discussed below:

REVENUE

Our film exhibition business / cinema earns revenue from three main sources: Ticket, foods & beverages and other income.

A patron is a customer who visits the theatre. A patron spends on tickets, parking if applicable and F&B (together called average Spend per head). Our revenue from patrons is a direct function of number of patrons and Spend per head.

Ticket Revenue

Nearly 70% of the revenues from the cinemas are generated from the ticket revenue while the balance from other sources which include foods & beverages and others. Box office collection depends on total admits and the occupancy rate. We have a consistent increase in the footfalls in the past few years.

Number of patrons in last 6 quarters



Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
No. of Patrons	6,484	14,703	24,665	36,157	36,224	23,221

Source: Company

Average Ticket Price (ATP) in last 6 quarters (please provide chart)

Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
ATP (₹)	80	80	90	100	100	100

Source: Company

Foods & Beverages

Revenue from food & beverages is other major source in our business . Food & beverages items include popcorn, soft drinks, confectionary, sandwiches and other snack items. Different food & beverage varieties are offered by us based on preferences in that particular geographic region. Our food & beverages strategy emphasizes prominent and appealing food and beverage counters designed for prompt service and efficiency. We design cinemas to provide for a larger counter space to accommodate more food and beverages stands to make it easier to serve larger numbers of customers. This enhances product display, facilitates catering to more customers and simultaneously allows flexibility to introduce new concepts and improves movement around the food and beverages stands.

in last 6 quarters

Quarters	December 2017	March 2018	June 2018	September 2018	December 2018	March 2019
F&B Per Head (₹)	4,50,000	14,00,000	23,19,950	24,61,500	23,08,284	17,00,000

COST

The primary cost heads in the film exhibition industry include distributor’s share, entertainment tax and personnel expenses.

Distributor’s Share: Distributors are the suppliers of films. Distributors are paid out of the box office collections. Various revenue sharing patterns exists in the industry. The Company generally has a revenue sharing agreement or a minimum guarantee agreement with distributors.

Entertainment Tax: Entertainment tax is the tax payable on the box office collection. Entertainment tax is different for every state in the country. Certain states have exempted cinema exhibitors from such tax to promote investments.

Food & Beverage raw materials: This is the cost of raw materials for food and beverages which is generally sold in the cinema premises. Most of the locations procure food & beverages items from the food & beverage division and so the costs are lower against procurement from third party suppliers.

Operating Costs:

Property Rentals

Where Operating Units are not owned, property rentals are a key element of cost. Such rentals are typically negotiated with the property developer at a fairly early stage of the property development. Typically, these are structured as long term leases, where we pay a monthly rental to the property developer.

Utilities

The major cost here is the electricity cost used for running air-conditioners, lighting, etc at the Operating Units. This also includes municipal charges for water.

Personnel Cost: Personnel cost includes salaries, training cost, recruitment and other costs related to employees.

Marketing & Promotion Expenses: This includes spends on media advertising, hoardings, posters etc.

Results of Operations

The following table sets out selected data for Fiscals 2019, 2018 and 2017, together with the percentage each line item represents of our total income for the periods presented.

Particulars	As at March 31,					
	2019		2018		2017	
INCOME						
Revenue from Operations	308.96	100.00%	65.80	89.00%	20.89	86.82%
Other Income	-	0.00%	8.13	11.00%	3.17	13.18%
Total Income (A)	308.96	100.00%	73.93	100.00%	24.06	100.00%
EXPENDITURE						
Cost of materials consumed	-	0.00%	-	0.00%	-	0.00%
Changes in inventories of Work-In-Progress	-	0.00%	-	0.00%	-	0.00%
Employee benefit expenses	19.14	6.19%	6.73	9.10%	7.77	32.29%
Finance costs	-	0.00%	-	0.00%	-	0.00%
Depreciation and amortization expense	14.79	4.79%	3.92	5.30%	2.74	11.39%
Other Expenses	214.97	69.58%	39.10	52.89%	8.29	34.46%
Total Expenses (B)	248.90	80.56%	49.75	67.29%	18.80	78.14%
Profit Before Exceptional and Extraordinary items and tax	60.06	19.44%	24.18	32.71%	5.26	21.86%
Exceptional items	-		-		-	
Profit Before Extraordinary items	60.06	19.44%	24.18	32.71%	5.26	21.86%
Extraordinary items	-		-		-	
Profit Before tax	60.06	19.44%	24.18	32.71%	5.26	21.86%
Tax expense :						
(i) Current tax	0.70	0.227%	-	0.00%	-	0.00%
(ii) Prior Period Taxes		0.00%				
(ii) Deferred tax Current Year	0.26	0.08%	-2.10	-2.84%	-4.70	-19.53%
Total Tax Expense (E)	0.96	0.31%	-2.10	-2.84%	-4.70	-19.53%
Net Profit / (Loss) after tax	59.10	19.13%	26.28	35.55%	9.96	41.40%

Main Components of our Profit & Loss Account-

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations



Our revenue from operations as a percentage of total income was 100.00%, 65.80% and 20.89% for fiscal year 2019, 2018 and 2017.

Other Income

Our other income comprises of rent income and Interest income. Other income as percentage of total income 8.13% and 3.17% respectively for the fiscals 2018 and 2017.

Expenditure

Our total expenditure primarily consists of Employee Benefit Expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

Employee Benefit Expenses

Employee Benefit Expenses include expenses in relation to employees' remuneration and benefits including salary, wages & bonuses, Contribution to provident and other funds and staff welfare expenses etc.

Finance Cost

Finance Cost majorly consists of Interest expenses and other borrowing costs and charges.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses primarily consist of depreciation on the Building, Plant and Machinery, Furniture & Fittings, Computer and data processing units, Electricals Installations & Equipments.

Other Expenses

Other expenses primarily include Bank Charges, Renovation Expenses, Travelling & Conveyance, Advertisement fees, Internet broadband expenses, Office Expenses, Penalty on GST, Stationery Expenses, Web Design Charges.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Financial Year 2018-19 compared with Financial Year 2017-18

Income

Our total income for Financial Year 2018-19 was ₹ 308.96 Lakhs, an increase in 369.54% over the total income of ₹73.93 Lakhs in Financial Year 2017-18. The EBITDA and PAT margin of the company in Financial Year 2018-19 was 24.23% and 19.13% as compared to 38.01% and 35.55% in Financial Year 2017-18. The increase in EBITDA was 167.12% in Financial Year 2018-19 over Financial Year 2017-18.

Revenue from Operations

Our revenue from operations increased to ₹308.96 Lakhs in Financial Year 2018-19, an increase of 100.00%. Key factors, facilitating the growth are as under:

Expenditure

Total Expenses

The total expenditure for the Financial Year 2018-19 and the Financial Year 2017-18 are ₹ 248.69 Lakhs and ₹49.75 Lakhs respectively which is 80.49% and 67.29% of total revenue. The expenses increased by 399.88%, whereas revenue increased by 317.91%.

Employee Benefit Expenses

Our employee benefit expense comprises of salaries, wages & bonus. Our Company has incurred ₹ 19.14 Lakhs as employee benefit expenses during the Financial Year 2018-19 as compared to ₹ 6.73 Lakhs during the Financial Year 2017-18. The increase is 184.40 % as compared to previous year. The increase is primarily due to increase in the number of employees and increase in the compensation paid.

Depreciation and Amortization Expenses

There was 277.30% increase in Depreciation from ₹ 3.92 Lakhs in the Financial Year 2017-18 to ₹14.79 Lakhs in the Financial Year 2018-19. The increase is primarily due to additions in Fixed Assets such as Buildings, Plant and machinery, Furniture & Fittings, Electricals Installations & Equipments.

Other Expenses

Our Company has incurred ₹214.76 Lakhs during the Financial Year 2018-19 on Other Expenses as compared to ₹ 39.10 Lakhs during Financial Year 2017-18. The increase of 449.26% is majorly due to Electricity, Fuel & Maintenance, Film Sharing, Food & Beverages Purchase, Inter State Film Sharing, etc.

Profit/ (Loss) After Tax

For the Financial Year 2018-19 the profit stood at ₹ 59.31 Lakhs as against the profit of ₹ 26.28 Lakhs for the Financial Year 2017-18. The increase in PAT by 125.68 % was majorly due to the factors mentioned above.

Financial Year 2017-18 compared with Financial Year 2016-17

Income

Our company recorded a total income of ₹ 73.93 Lakhs for Financial Year 2017-18, an increase in 207.27% over the total income of ₹ 24.06 Lakhs in Financial Year 2016-17. The EBITDA and PAT margin of the company in Financial Year 2017-18 was 38.01% and 35.55% as compared to 38.29% and 47.68% in Financial Year 2016-17. The increase in EBITDA was 251.25% in Financial Year 2017-18 against Financial Year 2016-17.

Other Income

Our other income for the Financial Year 2017-18 was ₹ 8.13 Lakhs as compared to ₹ 3.17 Lakhs recorded in Financial Year 2016-17 representing an increase of 156.47%.

Expenditure

Total Expenses

The total expenditure for the Financial Year 2017-18 and the Financial Year 2016-17 are ₹ 49.75 Lakhs and ₹ 18.80 Lakhs respectively. Expenditure increased by 164.63%.

Employee Benefit Expenses

The employee benefit expense comprises of salaries, wages & bonus. Our Company has incurred ₹ 6.73 Lakhs as employee benefit expenses during the Financial Year 2017-18 as compared to ₹ 7.77 Lakhs during the Financial Year 2016-17. The decrease is 13.38% as compared to previous year.

Depreciation and Amortization Expenses

Depreciation is at the same level, as there is no significant change in fixed assets. Depreciation was ₹ 3.92 Lakhs in the Financial Year 2017-18 and ₹ 2.74 Lakhs in the Financial Year 2016-17. There is an increase of 43.07%.

Profit/ (Loss) After Tax

For the year the Financial Year 2017-18 the profit stood at ₹26.28 Lakhs as against the profit of ₹ 9.96 Lakhs for the Financial Year 2016-17.



FINANCIAL INDEBTEDNESS

Our Company has not any financial Indebtedness as on the date of this Prospectus.

SECTION X - LEGAL AND OTHER INFORMATIONS

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 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 or Promoters.

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 and Subsidiaries 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 April 05, 2019, determined that outstanding dues to creditors in excess of 5% of the total revenue 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 and Directors, 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% of Net Worth as determined by our Board, in its meeting held on April 05, 2019.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters and Directors 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.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

We have received the 7 investor Complaints. For the details see "Risk Factors" beginning on page 16 of this Prospectus. On the basis of these complaints, following reply has been given:

- The alleged complaint in the matter relates to some allegations made on the Company and its Promoter(s) viz. Shri Arpit Mehta and his family members which includes his mother, father, wife and his elder Son (hereinafter referred to as the "Mehta Family").

- As per the documents/information made available to us the Company was incorporated on March 22, 2000 and Mr. Arpit Mehta has been on the Board of the Company since June 25, 2005 having experience in the Film Industry. As per the certificates provided to us his educational qualification is in Bachelor of Science from Gujarat University and his wife Mrs. Rajal Mehta has done Bachelor degree from Gujarat University, which shows the qualification of Promoters of the Company.
- The Company is currently functioning with 19 operative screens under the brand name, which are either owned or rented or are taken on lease. Film titled “Love is Blind”, was produced jointly by Mr. Arpit Mehta along with Sandip Patel and Meet Shah and was awarded as Best Film by the Commissioner of Information, Government of Gujarat. The award was given by the then Chief Minister of Gujarat, Shri Narendrabhai Modi. It is hereby submitted that as per the records available with Ministry of Corporate Affairs, the Company has been duly submitting its returns and accounts data, as required under the law and the Company thereby cannot be treated as a fraud company as alleged in the complaint.
- As provided in the Chapter titled “Capital Structure” in the Draft Prospectus dated April 19, 2019 filed by us on the BSE SME platform, post appointment of Mr. Arpit Mehta on Board in 2005, capital was infused by Mehta Family, Mr. Ashok Purohit and his family members (hereinafter referred to as “Purohit family”) [the previous Promoter(s), who incorporated the Company back in year 2000] to meet the funding requirements of the Company. Thereafter, in the Year 2018, Purohit Family exited the Company by transferring their shareholding to Mehta Family and by resigning from the Board of the Company. The management control of the Company pursuant to such resignation/s by Purohit Family was transferred to Mehta family which was appointed in the Board of the Company. Such transfer of shares, resignation and appointment of Directors were made in accordance with applicable provisions of law.
- As informed by the Company on the matter pertaining to Disqualification of DIN of Mr. Arpit Mehta, that the Financial Year 2016, Mr. Arpit Mehta was attacked by some people and his leg was shot with Gun and he was seriously injured. During the pendency of this injury, he and his wife were unable to carry on their duties as Directors in the Company and the business of the Company was affected which lead to reduction in revenue and operations of the Company. The impugned order of RoC for disqualification was quashed by the Hon’ble High Court vide its order dated December 18, 2018. To abide by the law in true sense, he and his wife after disqualification of their DIN, resigned from Board (to avoid continuing as Directors with Disqualified DIN, unless any orders are passed in favour by the High Court) and decided to continue as KMP of the Company, wherein no DIN is required.
- Based on the aforementioned facts and information made available to us, we hereby humbly submit that there does not seem any such ill-intentions by Mr. Arpit Mehta and his wife which may lead us believe that the Company is “Dubious”, as its dictionary meaning means “Fake” and therefore could not proceed with an IPO.
- Further, it is humbly submitted that the Notices issued by the various authorities like Income Tax, pertains to ordinary course of business of a normal functioning company and have been/in the process of being replied / adjudicated or are sub-judice.
- Further, with respect to income of the Promoter, they are personal in nature and the adequate disclosures pertaining to any such cases are already disclosed in the Litigation Chapter of the Draft Prospectus in order to ensure an informed decision by any investor in the proposed Public Issue of the Company. Further as per SEBI ICDR, 2018 there is no such restriction for any minimum income of any Promoter/Director of the Company before the Company goes public, subject to making adequate disclosures as per applicable provisions of Law, which have been made in the Draft Prospectus of the Company. In view thereof, we are inclined to state that on basis of past records and information received by the Company and its Promoters, the complaint is unwarranted and should have no impact on the proposed Public Issue of the Company.
- It is humbly submitted that the transactions pertaining to purchase/transfer of shares as elaborated in point 4 above have been adequately disclosed in the Draft Prospectus and the transactions have proper records and the allegation of the complainant regarding huge amount brought on books is by way of

addition of capital through Private Placement of Equity, for which the Company/Promoters/Directors have provided proper records including due submission of documents with the Registrar of Companies.

- Regarding Registered Office of the Company, it is hereby submitted that we have visited the registered office of the Company several times and it is shown to us that the said office of the Company is capable of receiving any communications/documents as may have been sent by any person or any authority. Thus, we are of the view that the allegation made by the Complainant is false and baseless.
- In addition to the aforesaid, we would like to bring to your kind notice that the records of complaints including the one sent to PMO, as shown to us, and identity of the Complainant, could not be verified by us as it was sent from some proxy servers due to which we were not able to trace the actual identification of the sender, which raises certain doubt on the credibility of the Complainant. However, as an abundant caution and considering the seriousness of the complaint adequate disclosure was made in the “Risk Factor No. 1” to ensure an informed decision by the investors.
- The Company has already provided its detailed reply to each allegation of the Complainant and From the due diligence conducted by us and the marketing actions taken by us in the past we could not find any basis for such allegations and therefore with the level of disclosures seemed appropriate by us we had filed the Draft Offer Document of the Company.

In relation to the aforesaid matter, we received a closure letter from ROC as on May 31,2019.

Civil Proceedings

- An application dated August 01, 2014 by Religare Finvest Limited (RFL) has been submitted to Hon’ble City Civil Court, Ahmedabad for execution of award dated August 07, 2013 passed by the Sole Arbitrator in the case numbering RFL/MORTGAGE/LRN/L-1/1905 of 2012 against our Company and Arpit Rajnikant Mehta (Promoter of the Company) for recovery of loan, interest and cost of award amounting to ₹ 89,59,276. Our Company has filed an Objection Application in the Hon’ble City Civil Judge at Ahmedabad against the execution of the award. The matter is currently pending.

Taxation Matters

Direct Tax

A. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Amount (₹ In Rupees)
					Outstanding Demand (in ₹)
2015-16	U/s 154	2017201510160077776C	February 19, 2018	One	8,40,510
2017-18	U/s 143(1)(a)	2018201737009999662C	May 05, 2018	One	970
Total					8,41,480

B. Direct Tax

As per website of Income Tax the following e-proceedings are stated to be Open and only Assessment year is reflecting, however the amount has not been mentioned and cannot be crystallised.

The following matters are still pending before Authority:

Sr No	Assessment Year	Section Code of IT Act	Status
1.	2012-13	147	Open



2.	2015-16	143(3)	Open
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C. TDS

As per website of Income Tax Department for TDS i.e. TDS Reconciliation Analysis and Correction Enabling System (TRACES), following defaults in payment of TDS by our Company are still outstanding:

Sr. No	Financial Year	Default (Amount in ₹)
1.	Prior Years	1,12,780
2.	2017-18	19,200
Total		1,31,980

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

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

Nil

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

Nil

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**

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

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

Criminal Litigations

Our promoters and directors have received the 7 investor Complaints. For the details see “Business”, “Risk Factors” beginning on page 16 of this Prospectus.

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

Proceedings initiated against our Directors for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

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

RAJNIKANT ASHABHAI MEHTA AND ARPIT RAJNIKANT SHAH

Criminal Litigations

- A Criminal case dated January 17, 2018 has been filed in Taluka Court, Bardoli, Surat against our Promoters (Rajnikant Ashabhai Mehta and Arpit Rajnikant Shah) under Section 138 of Negotiable Instruments Act, 1981. Gautambhai Dhisulal Shah and others are alleging that on March 18,2013 two cheques were drawn of ₹.1,50,00,000 and ₹ 51,00,000 respectively and were returned with reason of “Funds Insufficient”. The matter is currently pending before the court.
 - a. Our promoters and directors have received the 7 investor Complaints. For the details see “Business”, “Risk Factors” beginning on page 16 of this Prospectus.

Civil Proceedings

ARPITKUMAR RAJNIKANT MEHTA

Vishrambhai Premjibhai Gami has filed a case numbering 22/2019 against Arpit Rajnikant Mehta in Civil Court, Gandhinagar. Vishrambhai Premjibhai Gami has filed a complaint against the Promoter with respect to dispute amongst them for sharing of Profits from sale of land under Sections 10, 34 and 38 under Special Relief Act, 1963. The Promoter is yet to file a reply against the said complaint. The matter is currently pending.

Taxation Matters

ARPITKUMAR RAJNIKANT MEHTA

A. Direct Tax

As per website of Income Tax the following e-proceedings are stated to be Open and only Assessment year is reflecting, however the amount has not been mentioned and cannot be crystallised.

The following matters are still pending before Authority:

Sr No	Assessment Year	Section Code of IT Act	Status
1.	2012-13	147	Open
2.	2013-14	147	Open

B. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which	No of Defaults	Outstanding
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			demand is raised		Demand (in ₹)
2006-07	220(2)	2016200637026169386T	August 04, 2016	1	1,360
2007-08	143(1)	2009200751031076201T	March 26, 2009	1	4,951
2008-09	143(1)	2009200851031081422T	March 10, 2010	1	57,280
2012-13	147	2018201240401721855T	December 24, 2018	1	7,62,115
2017-18	143(1)(a)	2017201737082841243T	December 31, 2017	1	870
Total					8,26,576

RAJAL ARPITKUMAR MEHTA

A. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand in (in ₹)
2010-11	1433	2012201010013098785T	November 26, 2012	1	4,77,530
2011-12	220(2)	2014201137085646915T	September 01, 2014	1	2,583
2017-18	143(1)(a)	201720173708285912T	December 31, 2017	1	400
Total					4,80,513

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 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

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

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 OUR GROUP COMPANY

Our Company has no Group Company.

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

Our Company has no Subsidiary 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 151 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 of March 31, 2019, our Company had 30 creditors, to whom a total amount of ₹ 22,34,597.75 were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated April 05, 2019, considered creditors to whom the amount due exceeds 5% 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.

Name of Creditors	Amount in ₹
A. D. Films	14,455.00
Airy Engineering	1,52,640.00
APPLE CINEMA	45,000.00
BPCL(HALOL)	2,69,455.00
Classique International	17,700.00
COCONUT MEDIA BOX LLP	84,673.00
GHK HOSPITALITY & INFRASTRUCTURES LIMITED	92,075.40
Himeshbhai (Jap Cinemas)	13,000.00
Jayantibhai H Parmar	67,331.00
KHODIYAR ADVERTISEMENT	12,442.50
LEKH ENTERPRISE	81,631.20
Mapin Corporation	20,349.00
PADMAVATI TRADERS	35,484.92
PRATHAM ELECTRICAL	1,63,768.00
Ravi Electricals	1,07,245.77
RUPAM ENTERTAINMENT PVT. LTD.(ASHRAM ROAD)	34,701.71
SALAMATI SECURITY & PERSONNEL FORCE PVT LTD	8,444.00
SPE FILM INDIA P LTD	1,70,417.00
STV NETWORK PVT LTD	52,265.01
UNITED MEDIAWORKS PVT LTD	13,399.00
Velani Enterprise	31,659.38
Vijay Sales	20,500.00
V N EXHIBITORS	4,21,705.36
Avanti Graphics	38,918.20
Khushnuma Enterprise	94,000.00
Ravi Enterprises	3,288.00
R B FILMS COMBINES	42,477.00
Rupam Entertainment Pvt Ltd(9175)	49,577.74
Shringar Films Pvt Ltd(MUMBAI)	69,714.56
Vimal Electronics	6,280.00
Total	22,34,597.75



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 <http://wowcinepulse.com>.

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, <http://wowcinepulse.com> would be doing so at their own risk.

GOVERNMENT AND OTHER 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. 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 95 of this Prospectus.

The Company has its business located at:

- **Registered Office:** 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad-380009, Gujarat, India.

Apart from the Registered office, Our Company is operating Multiplex in the 13 locations in the state of Gujarat.

Further, except as mentioned herein below, our Company has not yet applied for any licenses for the proposed activities as contained in the chapter titled **‘Objects of the Issue’** beginning on page no. 59 of this Prospectus to the extent that such licenses/approvals may be required for the same.

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:

I. APPROVALS FOR THE ISSUE

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at its meeting held on April 05, 2019 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of shareholders held on April 10, 2019.

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 letter dated June 20, 2019 bearing reference no. LO\SME-IPO\VK\IP\112\2019-20.

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated April 12, 2019 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 January 30, 2019 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 INE056001014.

II. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/ APPROVAL	VALIDITY
INCORPORATION AND RELATED APPROVALS					
1.	Certificate of Incorporation in the name of "City Pulse Multiplex Private Limited"	04-37606 of 1999-2000	Registrar of Companies, Ahmedabad, Gujarat	March 22, 2000	One Time registration
2.	Certificate of Incorporation pursuant to change of name from "City Pulse Multiplex Private Limited" to "City Pulse Multiplex Limited"	U92199GJ2000PL C037606	Registrar of Companies, Ahmedabad, Gujarat	May 28, 2018	One Time registration
TAX RELATED APPROVALS					
3.	Permanent Account Number ("PAN")	AABCC7267M	Income Tax Department	March 22, 2000	One Time registration
4.	Tax Deduction Account Number ("TAN")	AHMC02514B	Income Tax Department	N.A.	One Time registration
5.	Registration Certificate of Goods & Service Tax ("GST")	24AABCC7267M1 ZD	Central Board of Excise and Customs	Date of Issue of Certificate-July 07, 2018 With effect from- December 06, 2017	One Time registration

III. Approvals in relation to the business of our Company

We require various approvals and/ or licences under various rules and regulations to conduct our business. As our business is spread in various locations in Gujarat, the approvals and/or licences differ on the location of the miniplex /multiplex. For conducting our business, we enter into lease agreements with the builder/developer/ miniplex /multiplex owner, who are responsible for obtaining the permits, licences and approvals from the appropriate regulatory and governing authorities in accordance with the terms of the agreements and also owned the property for which our company need to take the necessary approvals. As on date of this Prospectus, we have total 13 miniplex /multiplex in the state of Gujarat and out of that only one miniplex /multiplex at Mehsana is owned by our company and rest all are taken on lease basis.

Some of the material approval taken by us to undertake our business at our owned miniplex /multiplex are set out below:-

1. Certificate for inspection of screen dated January 17, 2013 issued by the Deputy Executive Director, R & B sub division, Mehsana and the validity was December 31, 2013. Our Company has applied for the renewal of certificate December 22, 2014.
2. Certificate from Mehsana Municipality for proper exit gate, fire bottle and water treatment dated November 19, 2012



3. Test Certificate from Electrical contractor for installation of light as per Electricity Rules, 1956 dated November 19, 2012.
4. Licence to exhibit cinema dated December 17, 2012.

III. APPROVALS OBTAINED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

S. No.	Trademark	Logo	Registration/ Application No.	Class	Registration/ Application Date	Status/ Validity
1	Trademark		3817229	41	Application Date: April 26, 2018	Objected

IV. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY IS:

S. No.	Domain Name and ID	Registrar IANA ID	Creation Date	Registration Expiry Date
1.	Domain Name: WOWCINEPULSE.COM Domain ID: 2129549192_DOMAIN_COM- VRSN	303	May 31, 2017	May 31, 2019

V. PENDING APPROVALS:

- Our Company has applied for Renewal Application dated December 22, 2014 for the inspection of the theaters by Deputy Executive Director, R&B sub Division, Mehsana.

VI. MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

- Our Company is yet to apply for the registration under Professional Tax Registration Certificate (“PTRC”) under the Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976; and
- Our Company is yet to apply for enrolment under Professional Tax Enrolment Certificate (“PTEC”) under the Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976.
- Our Company is yet to apply for registration under Bombay Shops and Establishment Act, 1948.



SECTION XI - INFORMATION OF OUR GROUP ENTITIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Entities”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. for the purpose of disclosure in in the Offer documents for the Issue. . Pursuant to Resolution Dated April 05, 2019 our board vide a policy of materiality, no Firm or companies are material in nature.



SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURE

Authority for the Issue

The Issue in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated April 05, 2019, and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated April 10, 2019, under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the BSE SME platform of the BSE Ltd (BSE SME) for using its name in the Prospectus pursuant to an approval letter dated **June 20,2019**, BSE is the Designated Stock Exchange.

In-principle Listing Approvals

Our Company has obtained in-principle approval from BSE SME by way of its letter dated **June 20,2019** to use the name of BSE SME in this Issue. Document for listing of equity shares on the BSE SME. BSE SME is the Designated Stock Exchange.

Prohibition by SEBI or other governmental authorities

We confirm that our Company, our Promoters, natural person in control of Promoter, Promoter Group, our Directors or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or director.

Further none of our Promoters or Directors has been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

Prohibition by RBI

Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled "*Outstanding Litigations and Material Developments*" beginning on page **157** of this Prospectus.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018



Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of the Prospectus.

Under the SBO Rules certain persons who are 'significant beneficial owners', are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India ("MCA"), filing of Form no. BEN – 1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoters and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 228 and 230(1) of SEBI ICDR Regulations 2018 for this Issue.

Our Company is an "unlisted issuer" in terms of the SEBI (ICDR) Regulations 2018; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital is less than or equal to ₹ 10 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "BSESME platform of the BSE Ltd (BSESME)").

We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations 2018, this issue is 100% underwritten and shall not restrict to minimum subscription level. The Lead Manager to the Issue (LM) to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer to section titled "**General Information – Underwriting**" beginning on page 35 of this Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations 2018, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

We file Prospectus with stock exchange. In accordance with Regulation 246 the SEBI (ICDR) Regulations 2018, the copy of Prospectus shall also be submitted to SEBI. However SEBI shall not issue any observations on our Prospectus.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations 2018, we hereby confirm that we shall enter into an agreement with the Lead Manager to the Issue and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on BSE SME platform of the BSE Ltd. For further details of the arrangement of market making please refer to section titled "**General Information – Details of the Market Making Arrangements for this Issue**" beginning on page 35 of this Prospectus. The post issue paid up capital of the Company shall not be more than ₹ 25 Crore. The post issue capital of our company shall be 3.32 Crore.



We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

BSE Eligibility Norms:

The company is incorporated under the Companies Act, 1956.

Our Company was incorporated as “City Pulse Multiplex Private Limited” at Ahmedabad, Gujarat as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 22, 2000 bearing Registration no. 04-37606 of 1999-2000 issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated May 19, 2018, the name of our Company was changed to “City Pulse Multiplex Limited.” and fresh certificate of incorporation dated May 28, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U92199GJ2000PLC037606.

Positive Networth

The Net worth (excluding revaluation reserves) of our Company is positive as per the latest audited financial results and restated financial result.

The Company should have track record of atleast 3 years.

The track record of our Company as per the Restated Financial statements for the financial year ended March 31, 2019 , financial year ended March 31, 2018, and financial year ended March 31, 2017 is as set forth below:

(₹ in Lakhs)

Particulars	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2016-17
Net Profit after Income Tax (as Restated)	59.10	26.28	9.96

The post issue paid up capital of the company shall not be more than ₹ 25 Crore.

The Post issue paid up capital of the company will be 33,18,033 Shares of face value of ₹ 10.00 aggregating to ₹ 3.32 Crores which is less than ₹ 25 Crore.

Net tangible assets shall not be less ₹ 3 crores.

As per restated financial statement, the net tangible assets of the company are ₹ 6.16 crores as on 31.03.2019. So, the company has fulfilled the criteria of minimum net tangible assets shall not be less ₹ 3 crores.

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE SME platform of the BSE Ltd.

Our Company has a website i.e. www.wowcinepulse.com

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the BSE SME platform of the BSE Ltd.



Compliance with Part A of Schedule VI of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations 2018, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)/ STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. SEBI/ STOCK EXCHANGE DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER TO THE ISSUE, CAPITAL SQUARE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER TO THE ISSUE, CAPITAL SQUARE ADVISORS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER TO THE ISSUE HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 21, 2019 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ISSUE 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, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE**
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL MATERIAL 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 MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS- NOTED FOR COMPLIANCE**
- 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6) WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, 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 (2) OF REGULATION 236 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, 2018 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 SEBI. 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 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**

EXCHANGE 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

- 9) 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**

- 10) WE CERTIFY THAT IN CASE OF RIGHT ISSUE DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT MODE- NOTED FOR COMPLIANCE**

- 11) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

- 12) 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, 2018 WHILE MAKING THE ISSUE. - NOTED FOR COMPLIANCE**

- 13) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

- 14) 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, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

- 15) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015. -NOT APPLICABLE AS THIS IS THE FIRST ISSUE**

- 16) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.**



ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER TO THE ISSUE IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- 1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- 2) WE CONFIRM THAT THE ABRIDGED PROSPECTUSS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.- NOTED FOR COMPLIANCE
- 3) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- 4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- 5) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE.
- 6) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT. OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH THE SME EXCHANGE

The filing of the Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager to the Issue 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 sections 26, 32 and 33 of the Companies Act, 2013.

Disclaimer from our Company and the Lead Manager to the Issue

Our Company and the Lead Manager to the Issue accept no responsibility for statements made otherwise than those contained in the Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.



The Lead Manager to the Issue accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager to the Issue and our Company on April 18, 2019 and the Underwriting Agreement dated May 10, 2019 entered into between the Underwriters and our Company and the Market Making Agreement dated May 29, 2019 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Issue 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, at collection centers or elsewhere.

The Lead Manager to the Issue and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Caution

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters 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 the Equity Shares in the Issue.

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative 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 the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall,



under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the BSE SME platform of the BSE Ltd

As required, a copy of this Issue Document has been submitted to BSESME platform of the BSE Ltd has given vide its letter LO\SME-IPO\VK\IP\112\2019-20. dated **June 20,2019** permission to the Issuer to use the Exchange's name in this Issue Document on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft Issue 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 BSE SME should not in any way be deemed or construed that the Issue Document has been cleared or approved by BSE SME; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Issue 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 Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

We file Prospectus with stock exchange. In accordance with Regulation 246(5) the SEBI (ICDR) Regulations 2018, the soft copy of Prospectus shall also be submitted to SEBI. However SEBI shall not issue any observations on our Prospectus.

A copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, Address: Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad, Gujarat -380009, India for their record purpose only.



A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Ahmedabad, RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013.

Listing

The Equity Shares of our Company are proposed to be listed on BSE SME platform of the BSE Ltd. Our Company has obtained in-principle approval from BSE SME by way of its letter dated **June 20,2019** for listing of equity shares on BSESME platform of the BSE Ltd.

BSE SME will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME platform of the BSE Ltd mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

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 to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; Lead Manager to the Issue, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such Consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations 2018, O R Maloo & Co. Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “*Statement of Tax Benefits*” relating to the possible tax benefits and restated financial statements as included in the Prospectus in the form and context in which they appear therein and such



consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

Experts Opinion

Except for the reports in the section “*Financial Statement*” and “*Statement of Tax Benefits*” on page 130 and 68 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. For the sake of clarity, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The Estimated Issue Expenses are as under: -

Activity	Expenses (₹ in Lakhs)	% of Total Estimated Issue Expenditure	% of Issue Size
Payment to the Lead Manager to the Issue including, Underwriting and Selling commissions, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc. and other Out of Pocket Expenses	42.00	80.15	10.54
Printing and Stationery and Postage Expenses Advertising and Marketing Expenses Regulatory Fee and Miscellaneous Expenses	10.40	19.85	2.61
Total	52.40	100.00	13.15

Fees, Brokerage and Selling Commission payable to the Lead Manager to the Issue

The total fees payable to the Lead Manager to the Issue will be as per the (i) Issue Agreement dated April 18, 2019, with the Lead Manager to the Issue, Capital Square Advisors Private Limited, (ii) the Underwriting Agreement dated May 10, 2019 Underwriter Capital Square Advisors Private Limited and (iii) the Market Making Agreement dated May 29, 2019 with Market Maker Vijeta Broking India Private Limited, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on all Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of refund orders, preparation of refund data on magnetic tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated June 17, 2019 a copy of which is available for inspection at our Company’s 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 to the Registrar to the Issue to enable it to make refunds in any of the modes described in the Prospectus or send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of the Prospectus.



Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "*Capital Structure*" beginning on page **44** of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Issue of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, have made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company

Except as stated under section titled "*Capital Structure*" beginning on page **44** of this Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group / Associate are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of the Prospectus.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing the Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing the Prospectus.

Option to Subscribe

Equity Shares being issued through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being a public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances



The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mrs Divya Jitendrakumar Agrawal as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Mrs Divya Jitendrakumar Agrawal

City Pulse Multiplex Limited

401, 4th Floor, Sachet 1,

Swastik Cross Road, Navrangpura,

Ahmedabad- 380009, Gujarat, India.

Telephone: 0 79 40 070 706/708

Fax: N.A

Email id: cs@wowcinepulse.com

Website: www.wowcinepulse.com

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

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in



Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of the Prospectus and hence there are no pending investor complaints as on the date of the Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Change in Auditors during the last three (3) years.

There is no change in Auditor during the last three (3) years.

Capitalization of Reserves or Profits

Except as disclosed under section titled "*Capital Structure*" beginning on page 44 of this Prospectus, our Company has not capitalized its reserves or profits at any time.

Revaluation of Assets

Our Company has not revalued its assets in the past years.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "*Statement of Tax Benefits*" beginning on page 68 of this Prospectus.

Purchase of Property

Other than as disclosed under section titled "*Our Business*" beginning on page 83 of 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 the Prospectus, other than property, in respect of which: -

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behaviour

Except as stated in the Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company



Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under sections titled "*Our Management*" and "*Related Party Transactions*" beginning on page **110** and **146** respectively of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION XIII - ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act 2013, SEBI (ICDR) Regulations 2018, SCRR, SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Prospectus, the Abridged Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying to this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Authority for the Issue

The present Issue of 13,28,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on April 05, 2019 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on April 10, 2019.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “**Main Provisions of the Articles of Association**” beginning on page 211 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to the chapter titled “**Dividend Policy**” beginning page on 129 of this Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of ₹ 10.00 each are being issued in terms of this Prospectus at the price of ₹ 30.00 per equity Share (including premium of ₹ 20.00 per equity share). The Issue Price is determined by our Company in consultation with the Lead Manager to the Issue and is justified under the section titled “**Basis for Issue Price**” on page 65 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations 2018

Our Company shall comply with all requirements of the SEBI ICDR Regulations 2018. 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:

1. Right to receive dividend, if declared;
2. Right to receive Annual Reports & notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
5. Right to receive offer for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares; subject to applicable laws including any RBI Rules and Regulations; and
8. Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, 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 of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, please refer to Section titled “*Main Provisions of Articles of Association*” beginning on page **211** of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per ICDR Regulations 2018 and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only.

The trading of the Equity Shares will happen in the minimum contract size of 4000 Equity Shares and the same may be modified by the SME Platform of BSESME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this offer document will be done in multiples of 4000 Equity Share subject to a minimum allotment of 4000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 50 shareholders. In case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders



Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in this Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

ISSUE PROGRAMME

Event	Indicative Date
ISSUE OPENING DATE	June 27, 2019
ISSUE CLOSING DATE	July 03, 2019

Minimum Subscription

In accordance with Regulation 260(1) of SEBI ICDR Regulations 2018, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation 260(1) of SEBI ICDR Regulations 2018, the underwriting shall not be restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed under section titled “**General Information**” on page 35 of this Prospectus.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Issue of Prospectus, the application money has to be returned within such period as may be prescribed.



If as prescribed, the issuer does not receive the minimum subscription of 90% of the offer through offer document (except in case of an offer for sales of specified securities) on the date of closure of the issue, or if the subscription level falls below 90% after the closure of the issue on account of cheque having been returned unpaid (in case of the right issue) or withdrawal of the applications or after technical rejections, or if the listing or trading permission is not obtained from for the securities so offered under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent. per annum.

Further, in accordance with Regulation 268(1) of SEBI ICDR Regulations 2018, the minimum number of allottees in this Issue shall be fifty (50). In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 4000 equity 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 1 (one) lot, where value of such shareholding is less than the minimum contract size allowed for trading on SME platform of BSESME.

Application by Eligible NRIs, FPIs/FIIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs/FIIs or VCF registered with SEBI. Such Eligible NRIs, FPIs/FIIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("*FDI*") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre-Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled “*Capital Structure*” beginning on page **44** of the Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer sub-heading “*Main Provisions of the Articles of Association*” on page **211** of the 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 to the Issue s do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager to the Issue 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.

Option to receive Equity Shares in Dematerialized Form

As per Section 29(1) of the Companies Act, 2013 and in accordance with SEBI ICDR Regulations 2018, every company making public offer shall issue securities only in dematerialized form only. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange. Applicants will not have an option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

Migration to Main Board

In accordance with the BSESME Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-Up Capital of our Company is more than ₹10.00 Crore and up to ₹ 25.00 Crore, our company may still apply for migration to the Main Board If our Company fulfils the eligibility criteria for listing laid down by the Main Board of BSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favor 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 Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to the Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager to the Issue and the Market Maker please refer to section titled "**General Information** - Details of the Market Making Arrangements for this Issue" beginning on page 35 of this Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

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

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this 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 offered or sold within the United States 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, registration requirements of the U.S.



Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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

ISSUE STRUCTURE

The Public Issue of 13,28,000 Equity Shares of ₹ 10.00 each for cash at a price of ₹ 30.00 per Equity Share (including a share premium of ₹ 20.00 per Equity Share) aggregating to ₹ 398.40 (the “**Issue**”) by our Company of which 72,000 Equity Shares of ₹ 10.00 each will be reserved for subscription by Market Makers to the Issue (“**Market Maker Reservation Portion**”) the Issue less the Market Maker Reservation Portion i.e. 12,56,000 Equity Shares of ₹10.00 each is hereinafter referred to as the “**Net Issue**”. This Issue and the Net Issue will constitute 40.02 % and 37.85 % respectively of the post Issue paid up Equity Share capital of the Company.

This Issue is made through the Fixed Price Issue.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares*	12,56,000 Equity Shares.	72,000 Equity Shares
Percentage of the Issue Size available for allocation	94.58% of the Issue	5.42% of the Issue
Basis of Allocation, if respective category is oversubscribed	Proportionate, subject to minimum allotment of 4000 Equity Shares and further allotment in multiples of 4000 Equity Shares each.	Firm Allotment
Mode of Application	All application shall make through ASBA Process or through UPI for Retail Investors	Through ASBA Process
Mode of Allotment	Compulsorily in dematerialized form	
Minimum Application	<p><u>For Other than Retail Individual Investors: -</u> Such nos. of Equity Shares in multiples of 4000 Equity Shares at an Issue Price of 30.00 such that the application value exceeds ₹ 2 Lakhs</p> <p><u>For Retail Investors: -</u> 4000 Equity Shares</p>	72000 Equity Shares
Maximum Application	<p><u>For Other than Retail Individual Investors:-</u> The maximum application is the Net Issue to the Public Equity subject to limit that that the application size does not exceeds the Issue.</p> <p><u>For Retail Investors: -</u> Such nos. of Equity Shares in multiples of 4000 Equity Shares at an Issue Price of ₹ 30.00 such that the application value does not exceed Rs. 2 Lakhs</p>	72000 Equity Shares
Trading Lot	4000 Equity Shares	4000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application Lot Size	4000 Equity Shares Thereafter Equity Shares and in multiples of 4000 Equity Shares	



Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either ASBA facility for making application or also can use UPI as a payment mechanism with ASBA for making application.
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(1) *This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations 2018 through the Fixed Price method and hence, as per of Regulation 253 (2), of SEBI (ICDR) Regulations 2018, the allocation of Net Issue to the public category shall be made as follows:*

- (a) *Fifty per cent to retail individual investors; and*
- (b) *remaining to:*
 - (i) *individual applicants other than retail individual investors; and*
 - (ii) *other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

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

Note: *If the retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.*

In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account or UPI linked account number 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. Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

Our Company in consultation with the Lead Manager to the Issue, reserves the right not to proceed with this Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager to the Issue, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering/Issue of Equity Shares, the Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, this Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.



Issue Programme

ISSUE OPENING DATE	Thursday, June 27, 2019
ISSUE CLOSING DATE	Wednesday, July 03, 2019

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

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI (“General Information Document”), included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the LM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public Issuing including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Unified Payments Interface Phased implementation of Unified Payments Interface SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the circular, Unified Payments Interface will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries. Phase I of this mechanism will be applicable from January 1, 2019.

Phased implementation of UPI for Bids by Retail Individual Bidders as per the UPI Circular

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, updated pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (collectively, the “UPI Circular”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue for a period of six months i.e. until June 30, 2019. Under this phase, a Retail Individual Bidder would also have the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.



Phase II: This phase will commence upon completion of Phase I and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Bidder through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI payment. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI mechanism.

This Issue may be amongst one of the few initial public issue in which the UPI Mechanism for application by RIB is being permitted, the Company, and the LM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

Retail Individual Bidders making application using UPI shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs upon receipt of the Bid cum Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchanges. Applications made by the Retail Individual Bidders using third party bank account or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. Bankers to the Issue shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. Post uploading the Bid details in the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Bidders with the Depositories.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Bidders are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

PART – A

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.



Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Application Form

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE SME (www.bsesme.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. Alternatively investors can apply through UPI. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

* Excluding electronic Application Form.

** Application forms will also be available on the website of the BSE SME (www.bsesme.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system



of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following Intermediaries (Collectively called —Designated Intermediaries”)

No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an offer and share transfer agent (‘RTA’)(whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediary 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 proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. 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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her



	mobile application, associated with UPI ID linked bank account.
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded. Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE SME i.e. www.bsesme.com.

Who can apply?

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 Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);

Applications belonging to an account for the benefit of a minor (under guardianship);

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the 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". Application by HUFs will be considered at par with Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;

- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Insurance companies registered with IRDAI;
- Mutual Funds registered with SEBI;
- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications should not be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

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

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

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Applicants:

The Application must be for a minimum of 4000 Equity Shares and in multiples of 4000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000, they can make Application only for minimum Application size i.e. for 4000 Equity Shares.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 4000 Equity Shares thereafter. An Application cannot be submitted for more than the Net 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 ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. Minimum Bid Lot:

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the 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 Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

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 Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by Eligible NRIs

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by HUF

Application by Hindu Undivided Families or HUFs should be 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". Application by HUFs will be considered at par with Applications by individuals.

Applications by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Applications by banking companies

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefore.

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 Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

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 ASBA applications.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations. All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

Applications by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

- a. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c. The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.



The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Applications by provident funds/ pension funds

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefore.

Applications by Systemically Important Non-Banking Financial Companies

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non- Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefore. Systemically Important Non- Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

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 Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the

same or to another Designated Intermediaries 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 prior to the allocation or Allotment of Equity Shares in this Issue.

5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. 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 Applicant on request.
10. 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.

Terms of payment

The entire Issue price of 30.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Allocation of Equity shares

1. The Issue is being made through the Fixed Price Process wherein 72,000 Equity Shares shall be reserved for Market Maker and 12,56,000 Equity shares (Net Issue) 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 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 Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of 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.

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 Managers 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 the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- 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 ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;

- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit 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 color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than five application from one bank account.
- Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;

Other instructions for the Applicants**Joint Applications**

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

Impersonation:

Attention of the application is specifically drawn to the provisions of the 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.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount."

Investor Grievance

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

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.

Grounds for Technical Rejections

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds: -

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in this Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;



- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT 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 BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Completion of Formalities for Listing & Commencement of Trading

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated May 10, 2019 with Lead Manager. For Further information, please refer section **“General Information”** beginning from page no 35 of this Prospectus.
- b) A copy of Prospectus will be filled with the RoC in terms of Section 26 of Companies Act, 2013.

Undertakings by Our Company

We undertakes as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;



- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- 6) That no further issue of securities shall be made till the securities offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, 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 exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our 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 the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.



Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company will sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Agreement dated January 30, 2019 between NSDL, the Company and the Registrar to the Issue;

Agreement dated April 12, 2019 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No INE056001014.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
CITY PULSE MULTIPLEX 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 City Pulse Multiplex 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
	(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



Sr. No	Particulars	
	(l) "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
	(o) "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, 2013 and 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
	(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 may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the	Increase of capital by the Company how carried into effect



Sr. No	Particulars	
	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 64 of the Act.	
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/convertible 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/Convertible 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
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <ul style="list-style-type: none"> (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 	Provisions to apply on issue of Redeemable Preference Shares



Sr. No	Particulars	
10.	<p>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</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital
11.	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	Debentures
12.	<p>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.</p>	Issue of Sweat Equity Shares
13.	<p>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.</p>	ESOP
14.	<p>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.</p>	Buy Back of shares
15.	<p>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.</p>	Consolidation, Sub-Division And Cancellation
16.	<p>Subject to compliance with applicable provision of the Act and rules framed there under the company shall have power to issue depository receipts in any foreign country.</p>	Issue of Depository Receipts
17.	<p>Subject to compliance with applicable provision of the Act and rules framed there under the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under.</p>	Issue of Securities
MODIFICATION OF CLASS RIGHTS		
18.	<p>(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</p>	Modification of rights

Sr. No	Particulars	
	<p>(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. 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.</p>	
	<p>(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.</p>	<p>New Issue of Shares not to affect rights attached to existing shares of that class.</p>
<p>19.</p>	<p>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.</p>	<p>Shares at the disposal of the Directors.</p>
<p>20.</p>	<p>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.</p>	<p>Power to issue shares on preferential basis.</p>
<p>21.</p>	<p>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.</p>	<p>Shares should be Numbered progressively and no share to be subdivided.</p>
<p>22.</p>	<p>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.</p>	<p>Acceptance of Shares.</p>
<p>23.</p>	<p>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</p>	<p>Directors may allot shares as fully paid-up</p>

Sr. No	Particulars	
	either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up 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.	
24.	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.
25.	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.
26.	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	
27.	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	
28.	(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 certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance 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	Share Certificates.

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	<p>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.</p> <p>(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 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.</p> <p>(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.</p>	
<p>29.</p>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, 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.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p>Issue of new certificates in place of those defaced, lost or destroyed.</p>
<p>30.</p>	<p>(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 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.</p>	<p>The first named joint holder deemed Sole holder.</p>
	<p>(b) The Company shall not be bound to register more than four persons as the joint holders of any share.</p>	<p>Maximum number of joint holders.</p>
<p>31.</p>	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any</p>	<p>Company not bound to recognize any interest in share</p>



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	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.	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 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.	Directors may make calls
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 authorizing 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	Directors may extend time.

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	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.	
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 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.	Proof on trial of suit for money due on shares.
43.	Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under 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	Payments in anticipation of calls may carry interest

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	<p>to participate in profits.</p> <p>(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.</p>	
	LIEN	
45.	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. 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.</p>	Company to have Lien on shares.
46.	<p>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.</p>	As to enforcing lien by sale.
47.	<p>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.</p>	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	<p>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.</p>	If call or installment not paid, notice may be given.

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	<p>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.</p>	
<p>49.</p>	<p>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. 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.</p>	<p>Terms of notice.</p>
<p>50.</p>	<p>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.</p>	<p>On default of payment, shares to be forfeited.</p>
<p>51.</p>	<p>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.</p>	<p>Notice of forfeiture to a Member</p>
<p>52.</p>	<p>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.</p>	<p>Forfeited shares to be property of the Company and may be sold etc.</p>
<p>53.</p>	<p>Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate 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.</p>	<p>Members still liable to pay money owing at time of forfeiture and interest.</p>
<p>54.</p>	<p>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.</p>	<p>Effect of forfeiture.</p>
<p>55.</p>	<p>A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have 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.</p>	<p>Evidence of Forfeiture.</p>
<p>56.</p>	<p>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</p>	<p>Title of purchaser and allottee of Forfeited shares.</p>

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	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.	
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 have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a 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.
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. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
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	Transfer not to be registered except on production of instrument of transfer.

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	<p>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.</p>	
64.	<p>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;</p>	Directors may refuse to register transfer.
65.	<p>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.</p>	Notice of refusal to be given to transferor and transferee.
66.	<p>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.</p>	No fee on transfer.
67.	<p>The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made there under close the Register of Members and/or the 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.</p>	Closure of Register of Members or debentureholder or other security holders..
68.	<p>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.</p>	Custody of transfer Deeds.
69.	<p>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.</p>	Application for transfer of partly paid shares.
70.	<p>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</p>	Notice to transferee.

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	ordinary course of post.	
71.	<p>(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.</p> <p>(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</p> <p>(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.</p>	Recognition of legal representative.
72.	<p>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 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 72 of the Companies Act.</p>	Titles of Shares of deceased Member
73.	<p>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.</p>	Notice of application when to be given
74.	<p>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</p>	Registration of persons entitled to share otherwise than by transfer.(transmission clause).

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	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'.	
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 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.	Company not liable for disregard of a notice prohibiting registration of transfer.
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.	<p>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, 2013 shall apply in respect of such nomination.</p> <p>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 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p>	Nomination

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	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.	
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(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;</p> <p>(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.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the 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.</p>	Transmission of Securities by nominee
	DEMATERIALIZATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made there under the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialization 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	Delivery of certificate and giving of notices to first named holders.

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	document served on or sent to such person shall deemed to be service on all the 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 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.	Power to issue share warrants
86.	<p>(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.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
87.	<p>(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.</p> <p>(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.</p>	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. <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	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 of	Rights of stockholders.



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	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.
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	Mortgage of uncalled Capital.

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	person in whose favour such mortgage or security is executed.	
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 surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	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 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.	Chairman of General 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.	<p>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.</p> <p>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.</p> <p>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</p>	Chairman with consent may adjourn meeting.

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	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.	
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, 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.	Number of votes each member entitled.
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	E-Voting

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	means in accordance with section 108 and shall vote only once.	
114.	<p>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.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	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) authorize 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 authorized 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 individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
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 authorized 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.



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120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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 transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
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.	<p>(a) Subject to the provisions of the Companies Act, 2013 and 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</p> <p>(b) The Nominee Director/s so appointed shall not be required 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.</p> <p>(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.</p> <p>(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</p>	Nominee Directors.

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	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 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.	Appointment of 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
135.	Questions arising at any meeting of the Board of Directors shall	Questions at Boardmeeting



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	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.	howdecided.
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 Meetingshow 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		
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

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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 out-houses 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.
	(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.



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	(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 Bankaccounts.
	(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 contractsby 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 surrenderof 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 trusteesfor 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 legalproceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy &Insolvency
	(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 dealwith money of theCompany.
	(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 byway 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 signingpowers.
	(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	Commission orshare in profits.

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	<p>general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.</p>	
(17)	<p>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.</p>	<p>Bonus etc. to employees.</p>
(18)	<p>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 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 deprecation 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.</p>	<p>Transfer to Reserve Funds.</p>
(19)	<p>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.</p>	<p>To appoint and remove officers and other employees.</p>
(20)	<p>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,</p>	<p>To appoint Attorneys.</p>

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	<p>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 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.</p>	
(21)	<p>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.</p>	<p>To enter into contracts.</p>
(22)	<p>From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	<p>To make rules.</p>
(23)	<p>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.</p>	<p>To effect contracts etc.</p>
(24)	<p>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.</p>	<p>To apply & obtain concessions licenses etc.</p>
(25)	<p>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.</p>	<p>To pay commissions or interest.</p>
(26)	<p>To redeem preference shares.</p>	<p>To redeem preference shares.</p>
(27)	<p>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.</p>	<p>To assist charitable or benevolent institutions.</p>
(28)	<p>To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p>	
(29)	<p>To pay and charge to the capital account of the Company</p>	

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	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 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) (32) (33) (34) (35) (36) (37)	<p>(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.</p> <p>(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 by-products.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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 payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these</p>	

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	<p>Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(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.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
<p>145.</p>	<p>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.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors 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 re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<p>Powers to appoint Managing/Wholetime Directors.</p>
<p>146.</p>	<p>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.</p>	<p>Remuneration of Managing or Wholetime Director.</p>
<p>147.</p>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time 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.</p> <p>(2) 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 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 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.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred</p>	<p>Powers and duties of Managing Director or Whole-time Director.</p>

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	<p>to in these Articles.</p> <p>(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.</p> <p>(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.</p>	
	<p>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</p>	
<p>148.</p>	<p>a) Subject to the provisions of the Act,—</p> <p>i. 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 think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>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.</p>	<p>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</p>
	<p>THE SEAL</p>	
<p>149.</p>	<p>(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 used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(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.</p>	<p>The seal, its custody and use.</p>
<p>150.</p>	<p>The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>	<p>Deeds how executed.</p>
	<p>Dividend and Reserves</p>	
<p>151.</p>	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be</p>	<p>Division of profits.</p>

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	<p>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.</p> <p>(2) 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.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	
152.	<p>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.</p>	<p>The company in General Meeting may declare Dividends.</p>
153.	<p>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.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<p>Transfer to reserves</p>
154.	<p>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.</p>	<p>Interim Dividend.</p>
155.	<p>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.</p>	<p>Debts may be deducted.</p>
156.	<p>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.</p>	<p>Capital paid up in advance not to earn dividend.</p>
157.	<p>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.</p>	<p>Dividends in proportion to amount paid-up.</p>
158.	<p>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.</p>	<p>Retention of dividends until completion of transfer under Articles .</p>
159.	<p>No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any</p>	<p>No Member to receive dividend whilst indebted to the company</p>

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	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.	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.	Dividend to joint holders.
162.	<p>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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends how remitted.
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.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(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:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(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</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(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.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided</p>	Fractional Certificates.

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	<p>profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(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.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
167.	<p>(1) 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.</p> <p>(2) 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.</p>	Inspection of Minutes Books of General Meetings.
168.	<p>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.</p> <p>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.</p>	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	Signing of documents & notices

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	be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	to be served or given.
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.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	
	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 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 tortious 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	Not responsible for acts of others



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	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 XIV - MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 401, 4th Floor, Sachet 1, Swastik Cross Road, Navrangpura, Ahmedabad, Gujarat, India 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 April 18, 2019 between our Company and the Lead Manager to the Issue.
2. Agreement dated June 17, 2019 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated May 10, 2019 between our Company, the Lead Manager to the Issue, and Underwriter.
4. Market Making Agreement dated May 29, 2019 between our Company, Lead Manager to the Issue and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 30, 2019.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated April 12, 2019.
7. Banker's to the Issue Agreement dated May 28, 2019 between our Company, the Lead Manager to the Issue, Escrow Collection Bank and the Registrar to the Issue.

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board resolution dated April 05, 2019 and special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on April 10, 2019.
3. Statement of Tax Benefits dated April 15, 2019 issued by the peer review certified auditor, M/s. O R Maloo & co., Chartered Accountants.
4. Copy of Restated Audit report from the peer review certified auditor, M/s O R Maloo & Co. Chartered Accountants, dated April, 15, 2019 included in the Prospectus.
5. Copies of Annual reports of the Company for the year ended March 31, 2018-19, 2017-18, 2016-17.
6. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager to the Issue, Registrar to the Issue, Underwriter and Market Maker to include their names in the Prospectus to act in their respective capacities.
7. Due Diligence Certificate to BSE dated April 19, 2019 from the Lead Manager to the Issue.
8. Copy of Approval dated **June 20, 2019** from the SME Platform of BSE SME.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

SECTION XV - DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in this Prospectus are true and correct.

Signed by all Directors of our company

Name and Designation	Signature
Mr. Rajnikant Ashabhai Mehta <i>Wholetime Director</i> <i>DIN: 07158788</i>	
Mrs. Naliniben Rajnikant Mehta <i>Executive Director</i> <i>DIN: 07158793</i>	
Mr. Luvv Arpit Mehta <i>Non-Executive Director</i> <i>DIN: 08019908</i>	
Mrs. Rajal Ashit Mehta <i>Non-Executive Director</i> <i>DIN: 08021381</i>	
Mr. Smit Dinkarbhai Barot <i>Independent Director</i> <i>DIN: 08154983</i>	
Mr. Samir Bhasker Mehta <i>Additional Independent Director</i> <i>DIN: 08250911</i>	

Signed by Chief Financial Officer of the Company

Mrs. Rajal Arpitkumar Mehta <i>Chief Financial Officer</i>

Place: Ahmedabad

Date: June 21, 2019