



Our Company was originally incorporated as Airo Lam Limited at Ahmedabad, Gujarat as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated October 22, 2007 bearing Corporate Identification Number U20211GJ2007PLC052019 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Our Company also obtained Certificate of Commencement of Business by the Registrar of Companies on November 06, 2007. The Corporate Identification Number of our Company is U20211GJ2007PLC052019. For details of Incorporation and other details of our company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on pages 51 and 136 of this Red Herring Prospectus.

**Registered Office:** Survey No. 355, Nanapur Road, N.H. No.8, Village- Dalpur, Tahsil-Prantij, Gujarat – 383 120, India.

**Tel. No.:** +91 2770-240572; **Fax No.:** Not available

**Contact Person:** Ruchi Shah, Company Secretary and Compliance Officer

**Email:** [info@airolam.com](mailto:info@airolam.com); **Website:** [www.airolam.com](http://www.airolam.com)

**PROMOTERS OF OUR COMPANY:** PRAVINBHAI N. PATEL, SURESHBHAI PATEL, PRAVINBHAI A. PATEL, PRAFULKUMAR PATEL, DAXESH RAVAL

#### THE ISSUE

INITIAL PUBLIC OFFER CONSISTING OF UPTO 40,00,000\* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID FOR CASH AT A PRICE OF RS. [•] PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF RS. [•] PER EQUITY SHARE) AGGREGATING UP TO RS. [•]\*\* LAKHS (THE "ISSUE"), OF WHICH UPTO 2,08,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [•] PER EQUITY SHARE, AGGREGATING RS. [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 37,92,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [•] PER EQUITY SHARE, AGGREGATING RS. [•] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.67% AND 25.28% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER BUSINESS STANDARD, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER BUSINESS STANDARD AND ALL EDITIONS OF THE GUJARATI NEWSPAPER SANDESH, GUJARATI BEING THE REGIONAL LANGUAGE OF THE PLACE WHERE REGISTERED OFFICE OF THE COMPANY IS SITUATED, EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members (define herein below).

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 249 of this Red Herring Prospectus. A copy of Red Herring Prospectus has been submitted to the Registrar of Companies as required under section 32 of the Companies Act, 2013 and a copy of Prospectus will be submitted to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). FOR FURTHER DETAILS PLEASE REFER THE SECTION TITLED 'ISSUE INFORMATION' BEGINNING ON PAGE 239 OF THIS RED HERRING PROSPECTUS

#### RISKS IN RELATION TO FIRST ISSUE

This being the first public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each. The Floor Price is [•] times the face value and the Cap Price is [•] times the face value. The Issue Price (determined and justified by our Company in consultation with the BRLM as stated in "Basis for Issue Price" on page 95 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 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 20 of this Red Herring Prospectus.

#### COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares of our Company issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time. Our Company has received an approval letter dated September 8, 2017 from NSE for using its name in the Issue document for listing of our shares on the EMERGE Platform of NSE. For the purpose of this Issue, EMERGE Platform of the NSE shall be the Designated Stock Exchange..

#### BOOK RUNNING LEAD MANAGER

**PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED**  
406-408, Keshva Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India  
**Tel:** +91-22 6194 6719  
**Fax:** +91-22 2659 8690  
**Website:** [www.pantomathgroup.com](http://www.pantomathgroup.com)  
**Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)  
**Investor Grievance Id:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)  
**Contact Person:** Bharti Ranga  
**SEBI Registration No:** INM000012110



#### REGISTRAR TO THE ISSUE

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083.  
**Tel No:** +91 22 49186200  
**Fax:** +91 22 49186195  
**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)  
**Email:** [airolam.ipo@linkintime.co.in](mailto:airolam.ipo@linkintime.co.in)  
**Investor Grievance Id:** [airolam.ipo@linkintime.co.in](mailto:airolam.ipo@linkintime.co.in)  
**Contact person:** Shanti Gopalkrishnan  
**SEBI Registration No:** INR000004058



#### ISSUE PROGRAMME

**ISSUE OPENS ON MONDAY, SEPTEMBER 25, 2017**

**ISSUE CLOSES ON WEDNESDAY, SEPTEMBER 27, 2017**

\* Number of shares may need to be adjusted for lot size upon determination of issue price

\*\*Subject to finalisation of basis of allotment

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

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

## SECTION I – GENERAL

### DEFINITION AND ABBREVIATION

In this Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

#### COMPANY RELATED TERMS

| Term  | Description   |
|---|---|
| “Airo Lam Limited ” or “Airo Lam”, or “the Company”, or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company” | Unless the context otherwise requires, refers to Airo Lam Limited, a public limited Company incorporated under the Companies Act, 1956.   |
| “AOA” or “Articles” or “Articles of Association”  | Articles of Association of Airo Lam Limited, as amended from time to time.  |
| Audit Committee   | The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013.   |
| Board of Directors/ the Board / our Board   | The Board of Directors of Airo Lam Limited, including all duly constituted Committee(s) thereof.  |
| Bankers to the Company  | Such banks which are disclosed as Bankers to the Company in the chapter titled “ <i>General Information</i> ” on page 51 of this Red Herring Prospectus.  |
| Company Secretary and Compliance Officer  | The Company Secretary & Compliance Officer of our Company being Ruchi Shah  |
| Director(s)   | Director(s) of Airo Lam Limited, unless otherwise specified   |
| Equity Shares   | Equity Shares of our Company of face value of Rs. 10 each fully paid up.  |
| Equity Shareholders   | Persons/ Entities holding Equity Shares of our Company  |
| Group Companies   | Such Companies as are included in the chapter titled ‘ <i>Our Group Companies</i> ’ beginning on page 161 of this Red Herring Prospectus  |
| ISIN  | International Securities Identification Number. In this case being INE801L01010   |
| Key Managerial Personnel (KMP)  | Key managerial personnel of our Company in terms of Regulation 2 (1) (s) of the SEBI Regulations and as disclosed in the chapter titled “Our Management” beginning on page 140 of this DRHP.  |
| “MOA” / “Memorandum / Memorandum of Association”  | The Memorandum of Association of our Company, as amended from time to time.   |
| Nomination and Remuneration Committee   | The Nomination and Remuneration Committee was reconstituted on April 5, 2017.   |
| Person or Persons   | Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership Firm, 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. |
| “Promoter”, “Promoters” or “our Promoters”  | Promoter of our Company being Pravinbhai N Patel, Sureshbhai Patel and Pravinbhai A. Patel, Prafulkumar Patel, Daxesh Raval.  |
| Promoter Group  | Includes such persons and entities are constituting our promoter  |

| Term                            | Description   |
|---------------------------------|---|
|                                 | group in terms of Regulation 2(1) (zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 155 of this Red Herring Prospectus |
| Peer Reviewed Auditor           | Independent Auditor having a valid Peer Reviewed Certificate in our case being Piyush J. Shah & Co., Chartered Accountants  |
| Registered Office               | The Registered office of our Company situated at Survey No. 355, Nanapur Road, N.H. No. 8, Village-Dapper, Taluka-Pratik, Gujarat- 383120, India.   |
| RoC / Registrar of Companies    | Registrar of Companies, ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.  |
| Shareholders                    | Shareholders of our Company   |
| “Statutory Auditor” / “Auditor” | The Statutory Auditor of our Company, being Piyush J. Shah & Co., Chartered Accountants   |
| “you”, “your” or “yours”        | Prospective investors in this Issue   |

#### ISSUE RELATED TERMS

| Term  | Description  |
|---|--|
| Acknowledgement Slip                            | The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.  |
| Allotment/ Allot/ Allotted                      | Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Bidders   |
| Allottee(s)                                     | Successful Bidders(s) to whom Equity Shares have been allotted/transferred.  |
| Allotment Advice                                | Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.          |
| ASBA / Application Supported by Blocked Amount  | An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account   |
| ASBA Account                                    | An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form  |
| ASBA form                                       | An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus.  |
| ASBA Application Location(s) / Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, and Ahmedabad.  |
| Banker(s) to the Issue                          | The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank Limited  |
| Basis of Allotment                              | The basis on which Equity Shares will be Allotted to the successful Bidders under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 249 of this Red Herring Prospectus. |
| Bid   | An indication to make an issue during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band,           |

| Term  | Description   |
|---|---|
|   | including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Red Herring Prospectus and Bid cum Application Form.  |
| Bidder(s)                                     | A prospective investor in the Issue, and unless otherwise stated or implied, includes an ASBA Bidders and Anchor Investor.  |
| Bidding                                       | The process of making a Bid.  |
| Bid Amount                                    | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue   |
| Bid cum Application form                      | The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus   |
| Bid Cum Application Collecting Intermediaries | <ol style="list-style-type: none"> <li>1. a SCSB with whom the bank account to be blocked, is maintained</li> <li>2. a syndicate member (or sub-syndicate member) If any</li> <li>3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker') if any</li> <li>4. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> <li>5. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> </ol> |
| Bid Lot                                       | Equity shares and in multiples of Equity Shares thereafter  |
| Bid/ Issue Closing Date                       | The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard, and all editions of the Gujarati newspaper Sandesh, each with wide circulation and in case of any revision, the extended Bid/Issue Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations   |
| Bid/ Issue Opening Date                       | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard, and all editions of the Gujarati newspaper Sandesh, each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.   |
| Bid/ Issue Period                             | The period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.   |
| Bidding/collecting Centre                     | Centres at which the Designated Intermediaries shall accept the ASBA 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  |
| Book Building Process                         | Book building process, as provided in Schedule XI of the SEBI ICDR  |

| Term                                     | Description  |
|--|--|
|  | Regulations, in terms of which the Issue is being made   |
| Book Running Lead Managers or BRLM       | The book running lead manager to the Issue namely Pantomath capital Advisors Private Limited   |
| Broker Centres                           | Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of NSE India Limited.  |
| Cap Price                                | The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids will be accepted   |
| CAN or Confirmation of Allocation Note   | The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, 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.   |
| Cut-off Price                            | Issue Price, which shall be any price within the Price Band finalised by our Company in consultation with the BRLM.<br>Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.   |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI  |
| Controlling Branch/Designated Branch     | Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time             |
| Demographic Details                      | The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details  |
| Depositories                             | Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL  |
| Depository Participant                   | A Depository Participant as defined under the Depositories Act, 1996   |
| Designated Date                          | The date on which funds blocked by SCSB are transferred from the ASBA account to the Public Issue Account after filing of Red Herring Prospectus with RoC.   |
| Designated Intermediary(ies)             | Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Issue   |
| Designated RTA Locations                 | Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time |
| Designated Stock Exchange                | Emerge Platform of NSE India Limited   |



| Term                                 | Description  |
|--------------------------------------|--|
| Designated CDP Locations             | Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time |
| Draft Red Herring Prospectus or DRHP | This Draft Red Herring Prospectus dated August 16, 2017 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  |
| First/sole Bidder                    | Bidder whose name shall be mentioned in the Bid cum 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   |
| Floor Price                          | The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted   |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.  |
| General Information Document/GID     | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and included in "Issue Procedure" on page 249 of this Red Herring Prospectus  |
| Listing Agreement`                   | The Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform of NSE India Limited   |
| Market Making Agreement              | Market Making Agreement dated June 8, 2017 between our Company, Book Running Lead Manager and Market Maker.  |
| Market Maker                         | Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time  |
| Market Maker Reservation Portion     | The Reserved Portion of Upto 2,08,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs [●] per Equity Share aggregating Rs. [●] for the Market Maker in this Issue.   |
| Mutual Fund(s)                       | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time   |
| NIF                                  | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India   |
| NSE Emerge of NSE/ SME Exchange      | The EMERGE platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI ICDR Regulations   |
| NSE Ltd.                             | National Stock Exchange of India Limited   |
| Net Issue                            | The Issue (excluding the Market Maker Reservation Portion) of Upto37,92,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs [●] per Equity Share aggregating Rs. [●] by our  |



| Term                         | Description   |
|------------------------------|---|
|                              | Company   |
| Net Proceeds                 | Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further information about use of the Issue Proceeds and the Issue expenses, see "Objects of the Issue" on page 89   |
| Non Institutional Bidders    | All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs   |
| Non-Resident                 | A person resident outside India, as defined under FEMA and includes FIIs and FPIs   |
| Issue                        | The Initial Public Issue of Upto 40,00,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up toRs.[●] comprising the Issue.   |
| Issue Agreement              | The agreement dated June 8, 2017 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue  |
| Issue Price                  | The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus   |
| Issue Proceeds               | The proceeds of the Issue that is available to our Company. For further information about use of Issue Proceeds, see "Objects of the Issue " on page 89 of this Red Herring Prospectus  |
| OCB/ Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue   |
| Other Investors              | Investors other than Retail Individual Investors. These include individual bidders/applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.   |
| Person/ Persons              | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires  |
| Price Band                   | Price band of a minimum price of Rs.[●] per Equity Share (Floor Price) and the maximum price of Rs.[●] per Equity Share (Cap Price) including revisions thereof.<br>The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard and all editions of the Gujarati newspaper Sandesh, each with wide circulation |

| Term  | Description   |
|---|---|
| Pricing date  | The date on which our Company in consultation with the BRLM, will finalise the Issue Price  |
| Prospectus  | The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information   |
| Public Issue Account  | Account opened with the Banker to the Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.  |
| Public Issue Account Agreement/ Banker to the Issue Agreement | Agreement entered on June 8, 2017 amongst our Company, Book Running Lead Manager, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Bid Amount on the terms and conditions thereof.  |
| Qualified Institutional Buyers or QIBs                        | Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009.   |
| Red Herring Prospectus or RHP                                 | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto.<br>The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date |
| Refund Account(s)   | The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.   |
| Refund Bank(s) / Refund Banker(s)                             | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited.  |
| Refund through electronic transfer of funds                   | Refunds through NECS, direct credit, RTGS or NEFT, as applicable  |
| Registered Broker   | Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com/membership/dynaContent/find_a_broker.htm">http://www.nseindia.com/membership/dynaContent/find_a_broker.htm</a>   |
| Registrar /Registrar to the Issue                             | Registrar to the Issue, in this case being Link Intime India Private Limited having registered office at C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083   |
| 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  |
| Resident Indian   | A person resident in India, as defined under FEMA   |
| Retail Individual Bidder(s)/Retail                            | Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i> ), who apply for an   |

| Term  | Description  |
|---|--|
| Individual Investor(s)/RII(s)/RIB(s)          | amount less than or equal to Rs 2,00,000   |
| Revision Form                                 | Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)   |
| Reservation Portion                           | The portion of the Issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009   |
| Reserved Category / Categories                | Categories of persons eligible for making Bids under reservation portion.  |
| SCSB/ Self Certified Syndicate Banker         | Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which Issue the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries</a> or at such other website as may be prescribed by SEBI from time to time |
| SEBI Listing Regulations                      | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.  |
| SEBI (Foreign Portfolio Investor) Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.  |
| Specified Locations                           | Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time   |
| Sub-Syndicate members                         | A SEBI Registered member of NSE appointed by the BRLM and/or Syndicate Member to act as a Sub-Syndicate Member in the Issue  |
| Syndicate Agreement                           | Agreement dated September 11, 2017 entered into amongst the BRLM, the Syndicate Members, our Company in relation to the procurement of Bid cum Application Forms by Syndicate  |
| Syndicate or Members of the Syndicate         | Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Pantomath Stock Brokers Private Limited   |
| TRS or Transaction Registration Slip          | The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid  |
| Underwriter                                   | Pantomath Capital Advisors Private Limited   |
| Underwriting Agreement                        | The agreement dated June 8, 2017 entered into between the Underwriter and our Company  |
| Working Day                                   | (i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a Public holiday;<br>(ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016  |

#### TECHNICAL AND INDUSTRY TERMS

| Term | Description |
|------|-------------|
|------|-------------|

| Term          | Description   |
|---------------|---|
| CSO           | Central Statistics Office   |
| DPP           | Defence Procurement Policy  |
| EPFO          | Employees' Provident Fund Organisation                                  |
| ESI           | Employee State Insurance  |
| FDI           | Foreign Direct Investment   |
| FCNR          | Foreign Currency Non-Resident   |
| FY            | Financial Year  |
| GDP           | Gross Domestic Product  |
| GST           | Goods and Services Tax  |
| GVA           | Gross Value Added   |
| HPL           | High Pressure Laminate  |
| IMF           | International Monetary Fund   |
| INR           | Indian Rupees Official Currency of India                                |
| MSMEs         | Micro, Small & Medium Enterprises                                       |
| MYEA          | Mid-Year Economic Analysis  |
| NITI Aayog    | National Institution for Transforming India                             |
| NMP           | National Manufacturing Policy   |
| US/ U.S./ USA | United States of America  |
| WPI           | Wholesale Price Index   |
| PMMY          | Pradhan Mantri MUDRA Yojana   |
| PMGKY         | Pradhan Mantri Garib Kalyan Yojana                                      |
| RBI           | Reserve Bank of India   |
| SED           | Strategic Engineering Division  |
| SEZ           | Special Economic Zone   |
| TADF          | Technology Acquisition and Development Fund                             |
| TASL          | Tata Advanced Systems Ltd   |
| UDAY          | Ujwal DISCOM Assurance Yojana Scheme                                    |
| US\$          | United States Dollar, the official currency of United States of America |

#### CONVENTIONAL AND GENERAL TERMS/ABBREVIATIONS

| Term                   | Description   |
|------------------------|---|
| A/C                    | Account   |
| AGM                    | Annual General Meeting  |
| AIF                    | Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| AS/Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India   |
| A.Y./AY                | Assessment Year   |
| AIF                    | Alternative Investments Fund as defined in and registered with SEBI under Securities and Exchange Board of India (Alternative Investments Fund) Regulations, 2012     |
| AoA                    | Articles of Association   |
| ASBA                   | Application Supported by Blocked Amount   |
| BIFR                   | Board for Industrial and Financial Reconstruction   |

| Term                                     | Description  |
|--|--|
| NSE                                      | NSE Limited  |
| CAGR                                     | Compounded Annual Growth Rate  |
| Category I Foreign Portfolio Investors   | FPIs who are registered as – Category I foreign portfolio investors under the SEBI FPI Regulations   |
| Category II Foreign Portfolio Investors  | FPIs who are registered as – Category II foreign portfolio investors under the SEBI FPI Regulations  |
| Category III Foreign Portfolio Investors | FPIs who are registered as – Category III foreign portfolio investors under the SEBI FPI Regulations   |
| CC                                       | Cash Credit  |
| CDSL                                     | Central Depository Services (India) Limited  |
| CFO                                      | Chief Financial Officer  |
| CIN                                      | Corporate Identification Number  |
| CS                                       | Company Secretary  |
| CST                                      | Central Sales Tax  |
| Cm                                       | Centimeter   |
| CMD                                      | Chairman and Managing Director   |
| CENVAT                                   | Central Value Added Tax  |
| Companies Act, 1956                      | Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.  |
| Companies Act, 2013                      | The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections  |
| Depositories                             | NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time |
| Depositories Act                         | The Depositories Act, 1996, as amended from time to time.  |
| DGFT                                     | Directorate General of Foreign Trade   |
| DIN                                      | Director Identification Number   |
| DIPP                                     | Department of Industrial Policy & Promotion  |
| DP                                       | Depository Participant   |
| DP ID                                    | Depository Participant's Identity  |
| EBIDTA                                   | Earnings before interest, depreciation, tax, amortization and extraordinary items  |
| ECS                                      | Electronic Clearing System   |
| EGM                                      | Extraordinary General Meeting  |
| EPFA                                     | The Employees' Provident Funds and Miscellaneous Provisions Act, 1952  |
| ESIC                                     | Employee State Insurance Corporation   |
| ESOP                                     | Employee Stock Option Plan   |
| ESPS                                     | Employee Stock Purchase Scheme   |
| EPS                                      | Earnings Per Share   |
| EPF                                      | Employees Provident Fund   |
| FCNR Account                             | Foreign Currency Non Resident Account  |
| FDI                                      | Foreign Direct Investment  |
| FEMA                                     | Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under  |
| FII(s)                                   | Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India   |

| Term  | Description  |
|---|--|
| FPI(s)  | Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992 |
| FII Regulations   | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.  |
| FIs   | Financial Institutions   |
| FIPB  | The Foreign Investment Promotion Board, Ministry of Finance, Government of India   |
| FVCI  | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000  |
| FV  | Face Value   |
| F.Y./FY   | Financial Year   |
| GAAP  | Generally Accepted Accounting Principles   |
| GDP   | Gross Domestic Product   |
| GIR Number  | General Index Registry number  |
| GoI/ Government   | Government of India  |
| HNI   | High Networth Individual   |
| HUF   | Hindu Undivided Family   |
| ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations/Regulations | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time   |
| Indian GAAP   | Generally Accepted Accounting Principles in India  |
| ICAI  | Institute of Chartered Accountants of India  |
| IFRS  | International Financial Reporting Standards  |
| IPO   | Initial Public Offering  |
| IRDA  | Insurance Regulatory and Development Authority   |
| I. T. Act   | The Income Tax Act, 1961, as amended.  |
| IT Authorities  | Income Tax Authorities   |
| IT Rules  | The Income Tax Rules, 1962, as amended from time to time   |
| INR   | Indian National Rupee  |
| Key Managerial Personnel / KMP  | The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 140 of this Red Herring Prospectus  |
| KVA   | Kilovolt-ampere  |
| Ltd.  | Limited  |
| Mn  | Million  |
| MoA   | Memorandum of Association  |
| MoF   | Ministry of Finance, Government of India   |
| MoU   | Memorandum of Understanding  |
| MD  | Managing Director  |
| MICR  | Magnetic Ink Character Recognition   |
| N/A or N.A.   | Not Applicable   |
| NAV   | Net Asset Value  |
| NBFC  | Non Banking Finance Company  |
| Net Worth   | The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the  |

| Term   | Description   |
|--|---|
|  | aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account   |
| NOC  | No Objection Certificate  |
| NR   | Non Resident  |
| NRE Account  | Non Resident (External) Account   |
| NRI  | Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time |
| NRO Account  | Non Resident (Ordinary) Account   |
| NSDL   | National Securities Depository Limited  |
| NI Act   | Negotiable Instruments Act, 1881  |
| OCB  | Overseas Corporate Bodies   |
| p.a.   | per annum   |
| PAN  | Permanent Account Number  |
| PAT  | Profit After Tax  |
| Pvt.   | Private   |
| PBT  | Profit Before Tax   |
| P/E Ratio  | Price Earnings Ratio  |
| QIB  | Qualified Institutional Buyer   |
| RBI  | Reserve Bank of India   |
| RBI Act  | The Reserve Bank of India Act, 1934, as amended from time to time   |
| RoC  | Registrar of Companies  |
| RoNW   | Return on Net Worth   |
| Rs. / INR  | Indian Rupees   |
| SCRA   | Securities Contracts (Regulation) Act, 1956 as amended from time to time  |
| SCRR   | Securities Contracts (Regulation) Rules, 1957   |
| SCSB   | Self Certified Syndicate Bank   |
| SEBI   | Securities and Exchange Board of India  |
| SEBI Act   | Securities and Exchange Board of India Act, 1992, as amended from time to time  |
| SEBI AIF Regulations   | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012  |
| SEBI FII Regulations   | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995  |
| SEBI FPI Regulations   | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014  |
| SEBI FVCI Regulations  | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000  |
| SEBI VCF Regulations   | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations  |
| SEBI Insider Trading Regulations                                 | The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time   |
| SEBI Takeover Regulations / Takeover Regulations / Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011  |



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

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 302 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled “*Financial Statements*” beginning on page 164 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the section titled “*Risk Factor*” beginning on page 20 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 98 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter; and

- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 199 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

### FINANCIAL DATA

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 164 this Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements*” beginning on page 164 of this Red Herring Prospectus.

### CURRENCY OF PRESENTATION

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

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

### INDUSTRY & MARKET DATA

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

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Red Herring Prospectus is reliable, it has not been

independently verified by the Book Running Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section – “*Risk Factors*” on page 20 of this Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

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

## FORWARD LOOKING STATEMENT

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

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

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 20 and 199 respectively of this Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

## SECTION II- RISK FACTORS

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

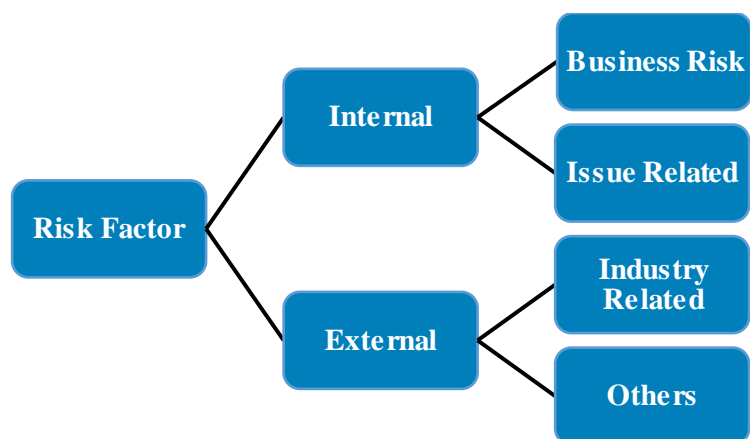
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled *“Our Business”* beginning on page 115, *“Our Industry”* beginning on page 101 and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* beginning on page 199 respectively, of this Red Herring Prospectus as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled *“Definitions and Abbreviations”* beginning on page 03 of this Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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



## Business Risks

1. Currently our Company, is involved in certain tax related proceedings; any adverse decision in such *proceedings* may render us liable to liabilities and penalties and may adversely affect our business and results of operations.

Also, there is no assurance that in future, we, our promoters, our directors or group companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Company and Subsidiaries see the chapter titled “Outstanding Litigation and Material Developments” on page 211 of this Red Herring Prospectus. A classification of legal proceedings is mentioned below:

| Name of Entity          | Criminal Proceedings | Civil/ Arbitration Proceedings | Tax Proceedings | Labour Disputes | Consumer Complaints | Complaints under Section 138 of NI Act, 1881 | Aggregate amount involved (Rs. In lakhs) |
|-------------------------|----------------------|--------------------------------|-----------------|-----------------|---------------------|--|--|
| <b>Company</b>          |                      |                                |                 |                 |                     |  |  |
| By the Company          | Nil                  | Nil                            | Nil             | Nil             | Nil                 | Nil  | Nil                                      |
| Against the Company     | Nil                  | 2                              | 1               | Nil             | Nil                 | Nil  | Not Ascertainable                        |
| <b>Promoters</b>        |                      |                                |                 |                 |                     |  |  |
| By the Promoter         | Nil                  | Nil                            | Nil             | Nil             | Nil                 | Nil  | Nil                                      |
| Against the Promoter    | Nil                  | Nil                            | 8               | Nil             | Nil                 | Nil  | 0.39                                     |
| <b>Group Companies</b>  |                      |                                |                 |                 |                     |  |  |
| By Group Companies      | Nil                  | Nil                            | Nil             | Nil             | Nil                 | Nil  | Nil                                      |
| Against Group Companies | Nil                  | Nil                            | Nil             | Nil             | Nil                 | Nil  | Nil                                      |



| <b>Directors other than promoters</b> |       |      |      |      |      |      |        |
|---------------------------------------|-------|------|------|------|------|------|--------|
| <b>By the Directors</b>               | Nil   | Nil  | Nil  | Nil  | Nil  | Nil  | Nil    |
| <b>Against the Directors</b>          | Nil   | 2    | 1    | Nil  | Nil  | Nil  | 49.53# |
| <b>Subsidiaries</b>                   |       |      |      |      |      |      |        |
| <b>By the Subsidiaries</b>            | N.A.* | N.A. | N.A. | N.A. | N.A. | N.A. | N.A.   |
| <b>Against the Subsidiaries</b>       | N.A.  | N.A. | N.A. | N.A. | N.A. | N.A. | N.A.   |

\*N.A. = Not Applicable

#The amount also includes penalties imposed in two Show Cause Notices, however the amount is partly ascertainable since it also involves joint penalty with the previous Company in which Mr. Mahendrabhai Amichandbhai Patel was a Director.

**2. *Our product is subject to frequently changing designs, patterns, customer requirements and tastes, our inability to meet such needs or preferences may affect our business.***

Designs and patterns of laminates change frequently, based on the changing customer requirements and tastes. Even, decorative paper, which is the essential raw material for manufacturing laminates, is also subject to changing designs and patterns. Our products thus become vulnerable to changing market demand. Inability in successfully predicting changing customer trends could lead to obsolescence in inventory of decorative and for laminated which may turned to be dead stock. Our inability on our part to understand the prevailing trends or our inability to forecast changes as per latest trends or understand the needs of our customers in this industry well in time may affect our growth prospects. Our management expertise lies in designing and styling of our products after identifying latest trends and customer requirements derived through valuable customer feedback and interaction. It is our endeavour to keep ourselves abreast with the latest trends in home decor and to introduce the designs accordingly to broad base our product portfolio and augment our business.

**3. *Dependence on imported raw materials may affect profitability. Any kind of refusal or increase in price them can hinder our production resulting into loss of our clients.***

Major raw materials used for production of laminates include phenol, formaldehyde, melamine and decorative papers majority of which are purchased by us from domestic importers. Raw materials like phenol, formaldehyde and melamine are petrol based and hence their prices are volatile. Dependence on imports and unavailability or increase of such products from domestic producers may adversely affect our profitability in case the trade relations of India with any of countries from where raw materials are imported get strained in future or the suppliers face any sort of problems due to internal issues of producing countries.

Decrease in the availability of raw materials which we require, or volatility in the price of these raw materials may significantly and adversely affect our business, financial condition and results of our operations if we are unable to estimate and accordingly adjust the prices of our product.

Our production processes and our ability to deliver orders on time and at desired level of quality, which could have a material adverse effect on our business, financial condition and results of operations as a result of such unavailability.

**4. *Our growth and our financial results may be affected by factors influencing the demand for our products.***

Our financial results are influenced by the macroeconomic factors determining the growth of the Indian economy as a whole and real estate sector in particular. The interior infrastructure sector is influenced by a growth in disposable income. A buoyant economy and rising per capita income and easy availability of housing finance drive urbanization, fuelling growth in housing and creating room for the interior infrastructure. The demand for interior infrastructure products is primarily dependent on the demand for real estate which influences the demand for laminates, decorative veneers, compact laminates and allied products.

Periods of slowdown in the economic growth of India has significantly affected the real estate sector in the recent past. Any further downturn in the real estate industry and/or changes in governmental policies affecting the growth of this sector may have an adverse effect on the demand for laminates and other interior infrastructure products and the results of our operations.

**5. *Mica Industry is extremely competitive industry and we face risk of duplication of our products from various unorganized players.***

Our products are based on trend, fashion as well as on specific creative needs of our customers. Mica Industry in India comprises of large no. of unorganized players. Our purchase and sales model includes various intermediaries who may connect with our competitors and share our trade secrets. We have not entered into any non-disclosure agreements with our intermediaries and thus efforts towards creative products may be leaked by them. This may affect demand of our products and its exclusivity thereby affecting our business, financial condition and results of operations.

**6. *We can provide no assurance that our new product i.e. readymade doors will be commercially successful.***

Our Company is in process of venturing in to new product segment, readymade doors. Whether our new product will be accepted by and be successful in the market and whether we would be able to recoup the costs of manufacturing such new products cannot be assured. For various reasons, the success of our new products cannot be predicted with a reasonable certainty. There can be no guarantee that we will be able to succeed in new products in a timely manner or at all and that the products we introduced will be accepted in the market or that such acceptance will continue for any period of time. Failure to generate revenue from new products and/or the ability to maintain the quality and durability of our products and/or to maintain top-of-the-mind recall for our brands might weaken our product portfolio, negatively impact our brand, adversely affect our reputation and result in loss of our market share to our competitors

**7. *If we are unable to negotiate favourable credit terms from our suppliers, our results of operations would be adversely affected.***

While we have maintained a long term relationship with many of our suppliers and we have been able to negotiate favorable credit terms from them due to increased order sizes and timely payments, we cannot assure you that we shall be able to maintain such favourable credit terms in future. Although we have long term relationship with our suppliers, we do not have a formal written agreement with any of them. We get longer credit periods based on our relationship with the suppliers established over a period of time primarily because of continuity of orders placed with them, size of the order and timely payments made to suppliers.

**8. *Inability to meet our working capital requirements may have an adverse effect on our results of operations.***

Our business is working capital intensive. Major portion of our working capital is consumed towards trade receivables and inventories. Summary of our working capital position is given below:-

Rs in lakhs

| Particulars | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|-------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
|-------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|

| Particulars   | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>A. Current Assets</b>                              |                            |                            |                            |                            |                            |
| a. Inventories  | 2,095.64                   | 1,871.64                   | 1,754.00                   | 1,771.56                   | 1,392.97                   |
| b. Trade Receivables                                  | 3,660.48                   | 3,046.95                   | 2,320.36                   | 1,683.08                   | 1,383.78                   |
| c. Cash and Cash Equivalents                          | 59.00                      | 70.99                      | 207.09                     | 55.73                      | 58.69                      |
| d. Short Term Loans & Advances                        | 66.92                      | 61.33                      | 35.65                      | 42.46                      | 79.50                      |
| e. Other Current Assets                               | 58.02                      | 44.51                      | 76.34                      | 43.84                      | 13.27                      |
| <b>Total (A)</b>                                      | <b>5,940.06</b>            | <b>5,095.42</b>            | <b>4,393.44</b>            | <b>3,596.67</b>            | <b>2,928.21</b>            |
| <b>B. Current Liabilities</b>                         |                            |                            |                            |                            |                            |
| 1. Trade Payables                                     | 2,314.85                   | 2,213.00                   | 1,678.26                   | 1,585.59                   | 1,121.63                   |
| 2. Other current liabilities                          | 461.54                     | 177.63                     | 167.37                     | 145.76                     | 236.24                     |
| 3. Short-term provisions                              | 134.06                     | 110.87                     | 54.70                      | 52.54                      | 38.13                      |
| <b>Total (B)</b>                                      | <b>2,910.45</b>            | <b>2,501.50</b>            | <b>1,900.33</b>            | <b>1,783.89</b>            | <b>1,396.00</b>            |
| <b>Working Capital (A-B)</b>                          | <b>3,029.61</b>            | <b>2,593.92</b>            | <b>2,493.11</b>            | <b>1,812.78</b>            | <b>1,532.21</b>            |
| <b>Inventories as % of total current assets</b>       | <b>35.28%</b>              | <b>36.73%</b>              | <b>39.92%</b>              | <b>49.26%</b>              | <b>47.57%</b>              |
| <b>Trade receivables as % of total current assets</b> | <b>61.62%</b>              | <b>59.80%</b>              | <b>52.81%</b>              | <b>46.80%</b>              | <b>47.26%</b>              |

We have been sanctioned fund based working capital limits of Rs. 1700.00 lakhs from the existing bankers. The business is working capital intensive and involves a lot of investment in inventory as well as debtors. We intend to continue growing by reaching out to newer customers and also increasing the sales in the existing customers. All these factors may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “Objects of the Issue” beginning on page 89 of this Red Herring Prospectus.

**9. *Our Company has made non compliances and lapsed/made delay in certain filings under various Statutory Acts applicable to it in the past years.***

Non-compliance with Section 383 A of Companies Act, 1956 by not appointing a Company Secretary when the paid up capital of the Company has crossed Rs. 5 crores. However, as on the date of the Red Herring Prospectus, our Company has appointed a Company Secretary to act as a Compliance officer

Our Company have failed/lapses made/delayed in certain filings under various statutory acts applicable to it in the past years. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. Although they have not been furnished with any notices by the RoC/any other statutory authority with respect to this non-compliance, such non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. Further, while this could be attributed to technical lapses and human errors, now our Company has appointed a whole time Company Secretary and is in the process of setting up a system to ensure that requisite filings are done within the applicable timelines.

**10. *We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.***

We import some of the raw materials required in our manufacturing process. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue

to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of cost of goods. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

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

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

**12. We have issued Equity Shares in the last twelve months, the price of which is lower than the Issue Price.**

Our Company has issued 55,00,000 Equity Shares as bonus shares in the ratio of 1 share for every 1 share held to our shareholders during the last twelve months. For further details of Equity Shares issued, please refer to chapter titled, "Capital Structure" beginning on page 62 of this Red Herring Prospectus.

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

Our Company has entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives. While we believe that all such transactions are conducted on arms length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "Related Party Transactions" beginning on page 162 of the Red Herring Prospectus.

**14. Sustained negative cash flow could impact our growth and business. Our Company has negative financing and investing cash flow in the past years details of which are given below.**

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

(Rs. In Lakhs)

| Particulars  | As at<br>March 31,<br>2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Net Cash flow from /(Used in) Investing Activities | (97.65)                    | (38.51)                    | (80.39)                    | (291.20)                   | (65.65)                    |
| Net Cash Flow from/(used in) Financing Activities  | (79.00)                    | (389.61)                   | 205.88                     | 73.59                      | (501.01)                   |

Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. Our Company is a new company and is in initial phases of its life cycle where the operating & investing cash flows are generally negative due to investments in fixed assets and working capital.

**15. *We have taken guarantees from Promoters and Directors in relation to debt facilities provided to us.***

We have taken guarantees from Promoters and Directors as in relation to all our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantee/s, the lender for such facilities may ask for alternate guarantee/s, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantee/s satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled "Financial Indebtedness" beginning on page 207 of this Red Herring Prospectus.

**16. *We have not applied for certain statutory and regulatory approvals, registrations and licenses. Further, our inability to renew or maintain our statutory and regulatory permits and approvals required to operate our business would adversely affect our operations and profitability.***

We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course.

The Professional Tax Registration Certificate of the Company is in the name of Bharatbhai Patel, who is no more associated with the Company hence, the Company is yet to apply for Professional Tax Registration Certificate in its own name. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. Additionally, our company has not applied for change of name of the approval/s mentioned in pending approvals section of Government and Other Statutory Approvals Chapter. For more information, see chapter "Government and Other Statutory Approvals" on page 220 of this Red Herring Prospectus.

**17. *Within the parameters as mentioned in the chapter titled 'Objects of the Issue' beginning on page 89 of this Red Herring Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.***

We intend to use Issue proceeds towards meet long term working capital requirement, issue expenses and general corporate purpose. We intend to deploy the Net Issue Proceeds in FY 2017-18 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the fresh Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. For further details on the use of the Issue Proceeds, please refer chapter titled "Objects of the Issue" beginning on page 89 of this Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled 'Objects of the Issue' beginning on page 89 of this Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the utilization of the proceeds of this Issue.

**18. *Our Company has manufacturing facilities located at Sabarkantha District, Gujarat. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in this facility may in turn adversely affect our business, financial condition and results of operations.***

Our Company has manufacturing facilities located at Sabarkantha District, Gujarat. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Further, our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at any or all of these facilities due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

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

We believe that our industry faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Our Company has taken efforts to maintain a lower attrition among the labourers by facilitating them with various in-house facilities and benefits to our employees.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

***20. The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.***

Our manufacturing processes requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involve significant capital expenditure and per unit cost of electricity produced is very high in view of increasing oil prices and other constraints. We are mainly dependent on State Government for meeting our electricity requirements. Any defaults or non compliance of the conditions may render us liable for termination of the agreement or any future changes in the terms of the agreement may lead to increased costs, thereby affecting the profitability. Further, since we are majorly dependent on third party power supply; there may be factors beyond our control affecting the supply of power.

Any disruption / non availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

***21. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. However, we ensure that our products are of the requisite quality and strength. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

***22. Our operations may be adversely affected in case of industrial accidents at any of our production facilities.***

Usage of heavy machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Though our plants and machinery and personnel are covered under insurance, occurrence of accidents could hamper our production and consequently affect our profitability.

***23. Revenues can be adversely affected if our Company would be unable to maintain distribution network***

Our company sells our products with the help of distribution network of various dealers/retailers/distributors. Our company has around 70 distributors across India. The distribution network sells our products to end users. Our inability to maintain our existing distribution network or to expand it further as per the requirement of our proposed increased capacities, can adversely affect our revenues. In case, if we are not able to market our manufactured products, it may affect our operations and profitability adversely.

***24. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

***25. Our Company is dependent on third party transportation providers for the delivery of our goods and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.***

Our Company uses third party transportation providers for delivery of our goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

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



Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 62 and 140, respectively, of this Red Herring Prospectus.

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

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

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

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

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

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

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

**30. *Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.***

Due to the nature of the our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labor, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to:

- Environment (Protection) Act, 1986
- Air (Prevention and Control of Pollution) Act, 1981
- Water (Prevention and Control of Pollution) Act, 1974
- Hazardous Waste Management & Handling Rules, 2008

- other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat

which governs the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business.

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

**31. *Our operating results depend on the effectiveness of our marketing and advertising programs.***

Our revenues are heavily influenced by product marketing, awareness and advertising. Our marketing and advertising programs may not be successful and we may, therefore, fail to attract new customers and retain existing customers. If our marketing and advertising programs are unsuccessful, our results of operations could be materially adversely affected.

The support of our employees is also critical for the success of our marketing programs and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programs and strategic initiatives could adversely affect our ability to implement our business strategy and could materially harm our business, results of operations and financial condition.

**32. *Our insurance coverage may not be adequate.***

Our Company has obtained insurance coverage in respect of certain risks. We have taken group insurance policies i.e. business package insurance. These policies insure our assets against standard fire and special perils, machinery breakdown, marine cargo policy and money insurance policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like earthquake, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

For further details, please refer chapter titled “Our Business” beginning on page 115 of this Red Herring Prospectus.

**33. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 1877.39 Lakhs as on March 31, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse affect on business, financial condition or results of operations. For further information on the *Financial Indebtedness* please refer to page 207 of this Red Herring Prospectus.

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

As on March 31, 2017, our Company has unsecured loans amounting to Rs. 774.67 lakhs from Banks, NBFCs, Directors, related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment

schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled Financial Statements as Restated beginning on page 164 of this Red Herring Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 163 of this Red Herring Prospectus.

**36. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.***

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter titled “Financial Indebtedness” on page 207 of the Red Herring Prospectus.

Though these covenants are restrictive to some extent for us, however it ensures financial discipline, which would help us in the long run to improve our financial performance.

**37. *The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.***

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

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

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

**39. *Any change in interest rates and banking policies may have an adverse impact on our Company's profitability.***

The Company is dependent on bank(s) and financial institution(s) for arranging the Company's Working Capital Requirements, Term Loans, etc. Accordingly, any change in the extant banking policies or increase in interest rates may have an adverse impact on the Company's profitability.

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

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

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

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

## **A. Risk relating to the Issue**

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

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

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors;

- d. Adverse media reports on Company or pertaining to the Industry in which we operate;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations

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

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

The Issue Price of our Equity Shares has been determined by fixed price method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 95 of this Red Herring 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

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

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

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

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

## **EXTERNAL RISK FACTORS**

### **Industry Risks**

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

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

## **Other Risks**

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain 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. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 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 equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may 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

### ***48. 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 Peer Reviewed Auditor included in this Prospectus under chapter "Financial Statements as Restated" beginning on page 164, 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.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- excise duty on certain raw materials and components;
- central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition

***50. 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

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

While facts and other statistics in the Red Herring Prospectus relating to India, the Indian economy and industry in which we operate has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Our Industry*” beginning on page 101 of the Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

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

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

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

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



**54. *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

**55. *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

**56. *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

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

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

## **PROMINENT NOTES**

1. Public Issue of upto 40,00,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. [●] per Equity Share ("Issue Price") aggregating upto Rs. [●] Lakhs, of which 2,08,000 Equity Shares of face value of Rs. 10/- each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 37,92,000 Equity Shares of face value of Rs. 10/- each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.67% and 25.28%, respectively of the post Issue paid up equity share capital of the Company.
2. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 51 of this Red Herring Prospectus.

3. The pre-issue net worth of our Company was Rs 1,727.94 lakhs for the year ended March 31, 2017. The book value of Equity Share was Rs 31.42 as of March 31, 2017 as per the restated financial statements of our Company. For more information, please refer to section titled “Financial Statements” beginning on page 164 of this Red Herring Prospectus.
4. The average cost of acquisition per Equity Share by our Promoter is set forth in the table below:

| Name of the Promoter | No. of Shares held | Average cost of Acquisition (in Rs.) |
|----------------------|--------------------|--------------------------------------|
| Pravinbhai N. Patel  | 11,34,520          | 4.18                                 |
| Sureshbhai Patel     | 1,18,000           | 8.05                                 |
| Pravinbhai A. Patel  | 18,23,872          | 2.20                                 |
| Daxesh Raval         | 5,38,000           | 5.22                                 |
| Prafulkumar Patel    | 7,46,000           | 5.01                                 |

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled “*Capital Structure*” beginning on page 62 of this Red Herring Prospectus.

5. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer “*Related Party Transaction*” under chapter titled “*Financial Statements as restated*” beginning on page 164 of this Red Herring Prospectus.
6. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 246 of this Red Herring Prospectus.
7. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Related Party Transaction*” beginning on pages 62, 155, 140 and 162 respectively, of this Red Herring Prospectus, none of our Promoter, Directors or Key Management Personnel has any interest in our Company.
8. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 62 of this Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 95 of the Red Herring Prospectus.
11. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of the Red Herring Prospectus with the Stock exchange.

### SECTION III – INTRODUCTION SUMMARY OF INDUSTRY

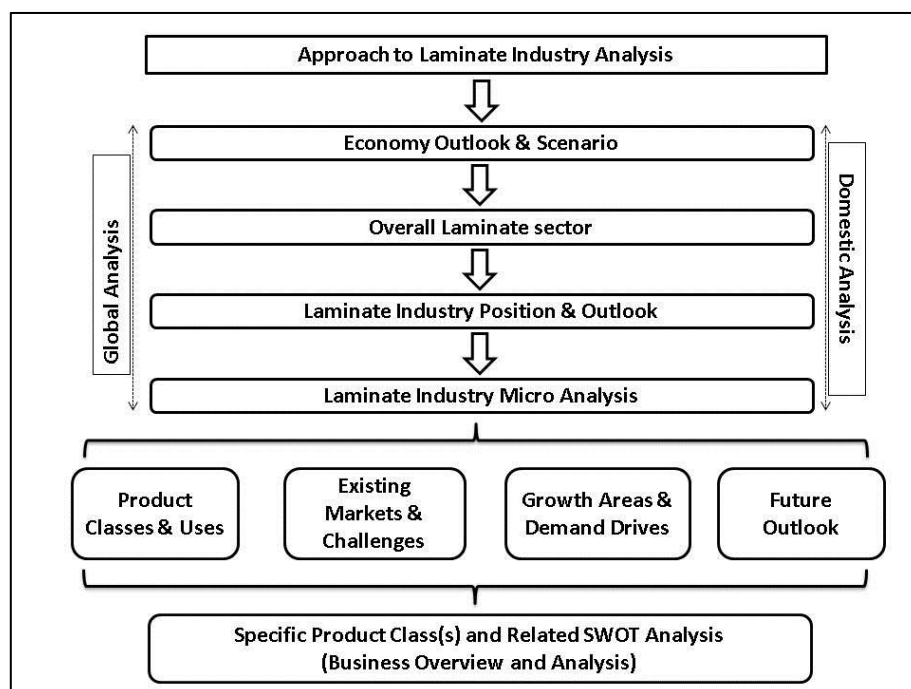
*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 20 and 164 of this Red Herring Prospectus.*

#### APPROACH TO LAMINATE INDUSTRY ANALYSIS

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

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is ‘Laminate Industry’.

Thus, Manufacturing of Laminate segment should be analysed in the light of ‘Laminate Industry’ at large. An appropriate view on Laminate Industry, then, calls for the overall economy outlook and scenario, performance and expectations of Manufacturing Sector, position and outlook of Laminate Industry and micro analysis thereof.



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

## GLOBAL ECONOMIC OVERVIEW

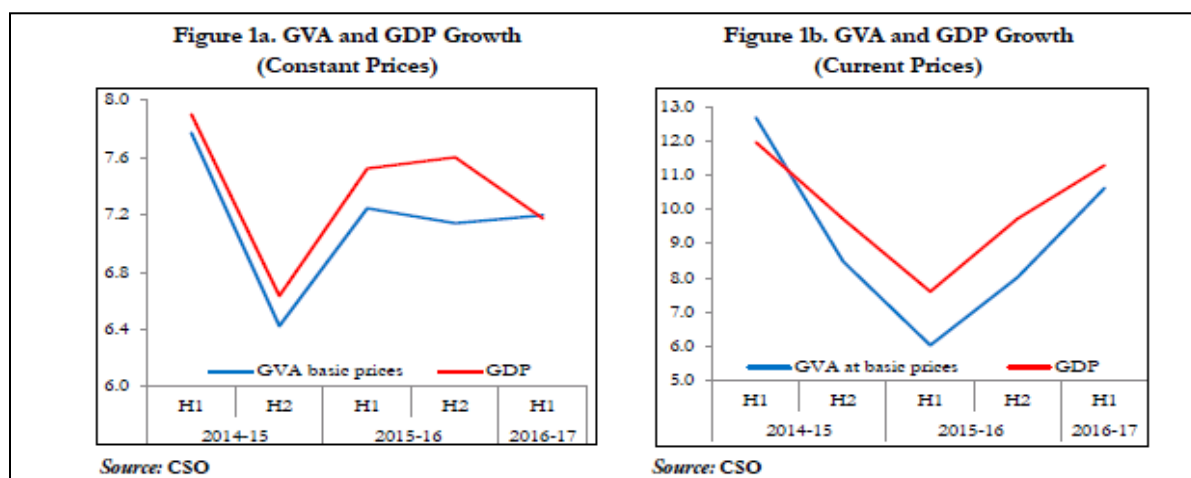
For India, three external developments are of significant consequence. In the short run, the change in the outlook for global interest rates as a result of the US elections and the implied change in expectations of US fiscal and monetary policy will impact on India's capital flows and exchange rates. Markets are factoring in a regime change in advanced countries, especially US macroeconomic policy, with high expectations of fiscal stimulus and unwavering exit from unconventional monetary policies. The end of the 20-year bond rally and end to the corset of deflation and deflationary expectations are within sight. Second, the medium-term political outlook for globalisation and in particular for the world's "political carrying capacity for globalisation" may have changed in the wake of recent developments. In the short run a strong dollar and declining competitiveness might exacerbate the lure of protectionist policies. These follow on on-going trends—documented widely—about stagnant or declining trade at the global level. This changed outlook will affect India's export and growth prospects

Third, developments in the US, especially the rise of the dollar, will have implications for China's currency and currency policy. If China is able to successfully re-balance its economy, the spill over effects on India and the rest of the world will be positive. On the other hand, further declines in the yuan, even if dollar-induced, could interact with underlying vulnerabilities to create disruptions in China that could have negative spill overs for India. For China, there are at least two difficult balancing acts with respect to the currency. Domestically, a declining currency (and credit expansion) props up the economy in the short run but delay rebalancing while also adding to the medium term challenges. Internationally, allowing the currency to weaken in response to capital flight risks creating trade frictions but imposing capital controls discourages FDI and undermines China's ambitions to establish the Yuan as a reserve currency. China with its underlying vulnerabilities remains the country to watch for its potential to unsettle the global economy.

(Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

## REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Real GDP growth in the first half of the year was 7.2 percent, on the weaker side of the 7.0-7.75 per cent projection in the Economic Survey 2015-16 and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16 (Figure 1a). The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. On the positive side, the economy was buoyed by government consumption, as the 7th Pay Commission salary recommendations were implemented, and by the long-awaited start of an export recovery as demand in advanced countries began to accelerate. Nominal GDP growth recovered to respectable levels, reversing the sharp and worrisome dip that had occurred in the first half of 2015-16 (Figure 1b).



The major highlights of the sectoral growth outcome of the first half of 2016-17 were: (i) moderation in industrial and nongovernment service sectors; (ii) the modest pick-up in agricultural growth on the back of improved monsoon; and (iii) strong growth in public administration and defence services—dampeners on and catalysts to growth almost balancing each other and producing a real Gross Value Addition (GVA) growth (7.2 percent), quite similar to the one (7.1 per cent) in H2 2015-16 (Figure 1b).

Inflation this year has been characterized by two distinctive features. The Consumer Price Index (CPI)-New Series inflation, which averaged 4.9 per cent during April-December 2016, has displayed a downward trend since July when it became apparent that kharif agricultural production in general, and pulses in particular would be bountiful. The decline in pulses prices has contributed substantially to the decline in CPI inflation which reached 3.4 percent at end-December. The second distinctive feature has been the reversal of WPI inflation, from a trough of (-)5.1 percent in August 2015 to 3.4 percent at end-December 2016, on the back of rising international oil prices. The wedge between CPI and WPI inflation, which had serious implications for the measurement of GDP discussed in MYEA (Box 3, Chapter 1, MYEA 2015-16), has narrowed considerably. Core inflation has, however, been more stable, hovering around 4.5 percent to 5 percent for the year so far. The outlook for the year as a whole is for CPI inflation to be below the RBI's target of 5 percent, a trend likely to be assisted by demonetisation.

### **External Sector**

Similarly, the external position appears robust having successfully weathered the sizeable redemption of Foreign Currency Non-Resident (FCNR) deposits in late 2016, and the volatility associated with the US election and demonetisation. The current account deficit has declined to reach about 0.3 percent of GDP in the first half of FY2017. Foreign exchange reserves are at comfortable levels, having risen from around US\$350 billion at end-January 2016 to US\$ 360 billion at end-December 2016 and are well above standard norms for reserve adequacy. In part, surging net FDI inflows, which grew from 1.7 percent of GDP in FY2016 to 3.2 percent of GDP in the second quarter of FY2017, helped the balance-of-payments

The trade deficit declined by 23.5 per cent in April-December 2016 over corresponding period of previous year. During the first half of the fiscal year, the main factor was the contraction in imports, which was far steeper than the fall in exports. But during October- December, both exports and imports started a long-awaited recovery, growing at an average rate of more than 5 per cent. The improvement in exports appears to be linked to improvements in the world economy, led by better growth in the US and Germany. On the import side, the advantage on account of benign international oil prices has receded and is likely to exercise upward pressure on the import bill in the short to medium term. Meanwhile, the net services surplus declined in the first half, as software service exports slowed and financial service exports declined. Net private remittances declined by \$4.5 bn in the first half of 2016-17 compared to the same period of 2015-16, weighed down by the lagged effects of the oil price decline, which affected inflows from the Gulf region.

### **Fiscal Position**

Trends in the fiscal sector in the first half have been unexceptional and the central government is committed to achieving its fiscal deficit target of 3.5 percent of GDP this year. Excise duties and services taxes have benefitted from the additional revenue measures introduced last year. The most notable feature has been the over-performance (even relative to budget estimates) of excise duties in turn based on buoyant petroleum consumption: real consumption of petroleum products (petrol) increased by 11.2 percent during April-December 2016 compared to same period in the previous year. Indirect taxes, especially petroleum excises, have held up even after demonetisation in part due to the exemption of petroleum products from its scope. More broadly, tax collections have held up to a greater extent than expected possibly because of payment of dues in demonetised notes was permitted. Non-tax revenues have been challenged owing to shortfall in spectrum and disinvestment receipts but also to forecast optimism; the stress in public sector enterprises has also reduced dividend payments.

State government finances are under stress. The consolidated deficit of the states has increased steadily in recent years, rising from 2.5 percent of GDP in 2014-15 to 3.6 percent of GDP in 2015-16,

in part because of the UDAY scheme. The budgeted numbers suggest there will be an improvement this year. However, markets are anticipating some slippage, on account of the expected growth slowdown, reduced revenues from stamp duties, and implementation of their own Pay Commissions. For these reasons, the spread on state bonds over government securities jumped to 75 basis points in the January 2017 auction from 45 basis points in October 2016. For the general government as a whole, there is an improvement in the fiscal deficit with and without UDAY scheme.

(Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

## OUTLOOK FOR 2016-17

This year's outlook must be evaluated in the wake of the November 8 action to demonetize the high denomination notes. But it is first important to understand the analytics of the demonetisation shock in the short run. Demonetisation affects the economy through three different channels. It is potentially: 1) an aggregate demand shock because it reduces the supply of money and affects private wealth, especially of those holding unaccounted money; 2) an aggregate supply shock to the extent that economic activity relies on cash as an input (for example, agricultural production might be affected since sowing requires the use of labour traditionally paid in cash); and 3) an uncertainty shock because economic agents face imponderables related to the magnitude and duration of the cash shortage and the policy responses (perhaps causing consumers to defer or reduce discretionary consumption and firms to scale back investments).

Demonetisation is also very unusual in its monetary consequences. It has reduced sharply, the supply of one type of money—cash—while increasing almost to the same extent another type of money—demand deposits. This is because the demonetized cash was required to be deposited in the banking system. In the third quarter of FY2017 (when demonetisation was introduced), cash declined by 9.4 percent, demand deposits increased by 43 percent, and growth in the sum of the two by 11.3 percent.

The price counterparts of this unusual aspect of demonetisation are the surge in the price of cash (inferred largely through queues and restrictions), on the one hand; and the decline in interest rates on the lending rate (based on the marginal cost of funds) by 90 basis points since November 9; on deposits (by about 25 basis points); and on g-secs on the other (by about 32 basis points).

There is yet another dimension of demonetisation that must be kept in mind. By definition, all these quantity and price impacts will self-correct by amounts that will depend on the pace at which the economy is remonetized and policy restrictions eased. As this occurs, consumers will run down their bank deposits and increase their cash holdings. Of course, it is possible, even likely that the self-correction will not be complete because in the new equilibrium, aggregate cash holdings (as a share of banking deposits and GDP) are likely to be lower than before.

Anecdotal and other survey data abound on the impact of demonetisation. But we are interested in a macro-assessment and hence focus on five broad indicators: Agricultural (Rabi) sowing; Indirect tax revenue, as a broad gauge of production and sales; Auto sales, as a measure of discretionary consumer spending and two-wheelers, as the best indicator of both rural and less affluent demand; Real credit growth; and Real estate prices. Contrary to early fears, as of January 15, 2017 aggregate sowing of the two major rabi crops—wheat and pulses (gram)—exceeded last year's planting by 7.1 percent and 10.7 percent, respectively. Favourable weather and moisture conditions presage an increase in production. To what extent these favourable factors will be attenuated will depend on whether farmers' access to inputs—fertilizer, credit, and labour—was affected by the cash shortage.

To estimate a demonetisation effect, one needs to start with the counterfactual. Our best estimate of growth in the absence of demonetisation is 11¼ percent in nominal terms (slightly higher than last year's Survey forecast because of the faster rebound in WPI inflation, but lower than the CSO's advance estimate of 11.9 percent) and 7 percent in real terms (in line with both projections).

Finally, demonetisation will afford an interesting natural experiment on the substitutability between cash and other forms of money. Demonetisation has driven a sharp and dramatic wedge in the supply of these two: if cash and other forms are substitutable, the impact will be relatively muted; if, on the other hand, cash is not substitutable the impact will be greater. (Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))



## SUMMARY OF OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 19 of this RHP, for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this RHP, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 20 and 164, respectively.*

### OVERVIEW

Incorporated in 2007, our Company is engaged in manufacturing of Hi Pressure decorative laminates. We strive to compete with other dominant players in the industry with quality products and wide range of designs..

Our registered office and manufacturing unit is situated at Survey No. 355, Nananpur Road, N.H. No. 8, Village: Dalpur, Ta. Prantij, Himmatnagar, Sabarkantha, Gujarat- 383120.

Our manufacturing facilities are equipped with adequate machinery and handling equipment to facilitate smooth manufacturing process. We endeavour to maintain safety in our premises by adhering to safety norms.

Our Company has distribution network and operates through more than 70 distributors and 4 stock points at Bangalore, Mumbai, Kolkata and Bhuvneshwar. The stock point at Bhuvneshwar has been shut down with effect from September 7, 2017 and as of now the Company has only 3 stock points. We have an established customer base in Gujarat, Madhya Pradesh, Rajasthan, Chhattisgarh, Haryana, Punjab, Uttar Pradesh, Maharashtra, Tamilnadu, Jammu & Kashmir, Himachal Pradesh, Chandigarh, Delhi, West Bengal, Odisha, Jharkhand, Kerala, Goa, Andhra Pradesh and (Telangana), Karnataka.

Our Company is well equipped with testing machinery and our raw materials to match the desired standards. The finished products are also checked in our in house to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our Company believes in emerging technologically in order to leverage the power of technology in effectively reaching out to our consumers.

We have a pan-India presence and export our laminate products to various countries including the UAE, Syria, Kuwait, Bangladesh, Dubai, Singapore, Iran, etc. Our marketing team comprising of more than 80 employees across 20 states in India while distribution network comprises of more than 70 distributors and dealers through whom we have access to sub-dealers and retailers. We believe this pan-India distribution network ensures that our products are easily available in almost any part of India.

For financial year 2012-13 to financial year 2016-17 our total revenue grew from 5,518.01 lakhs to 7,146.57 lakhs while our profit grew from 142.91 lakhs in financial year 2012-13 to 189.01 lakhs in 2016-17

## PRODUCT RANGE

Our product range currently includes decorative laminates and they are sold under the following brand name:

| BRAND   | PRODUCT HIGHLIGHT  |
|---|--|
|    | Exclusive Japanese and European Design                       |
|    | High Range European Design Papers                            |
|    | European, Korean and Chinese Papers                          |
|    | Exclusive Chinese and Indian Designs                         |
|    | Liner Grade Laminate   |
|    | European, Korean and Chinese Papers                          |
|  | High Quality Design Paper with Aluminium Foil with Laser Out |
|  | Mix & Match With Foil and Design Papers                      |
|  | Flexi Laminates  |
|  | U V Resistant Laminate                                       |
|  | Exclusive Design European with HD Printing                   |

## OUR COMPETITIVE STRENGTHS

### *Experienced Management & Dedicated Team*

We have an experienced management team with our Managing Director having experience of more than 8 years in Laminate industry. It is through the constant efforts and experience of our management team that we have been able to build a sustainable business model. We also have employed people in different areas of work who have required technical competence and qualifications. We strongly believe that the success of our organization lies in the efforts of our human resources.



### ***Diversified Products Portfolio***

We have a comprehensive portfolio of Designs and products Range with different brand name covering Classico, Airolam, I-Lam, Airolite, Airolite, I-Lite, Premium Airodoor, Airodoor, Airo Flexi, Airo xterior, Airo Digilam etc. We believe our comprehensive range of products enables to capitalize on growth opportunities and demand in the Decorative Laminate industry. Laminate industry is highly exposed to the risk of frequent change in customer preference for designs trends and obsolescence of designs. We insulate ourselves from these changes by keeping pace with changing preference trends and introducing new and innovative designs and products.

### ***Wide Distribution and Marketing Network***

At present, our distribution model is based on marketing and distributorship. At present we have around 70 distributors and 4 stock points across the country. We also have dedicated sales and marketing teams spread across Gujarat, Maharashtra, Madhya Pradesh, Rajasthan, etc. and also planning to mark our presence in countries like Singapore, Malasiya and other South East Asian Countries. Such distribution model help us achieve many competitive advantages such as wider reach to consumers, reduced overheads with lower logistics costs, elimination of dealer margins, increased brand recognition, etc.

## **BUSINESS STRATEGY**

### ***Brand building***

The industry is seeing a shift in market share from the unorganised to the organised sector. We seek to capture a greater market share in this environment and it is important to invest in the brand to strengthen the top of the mind recall and consequently we shall continue to invest in our brands.

### ***Strengthening Distribution Network***

Since the industry is highly unorganized, a good distribution network is essential in this industry. We are focusing on expanding on our distributorship network by opening new marketing offices or by way of appointment of new distributors, including smaller towns and rural areas. We believe that smaller towns in suburban India would be the new emerging realty hubs for development of residential and commercial complexes and intend to position ourselves to capitalize on these emerging opportunities.

### ***Widening our product basket***

We intend to continue to enhance scale in existing products and introduce new products across high end and mid segment to capitalize on the opportunity to cater rising acceptance and demand of new products. Our diversification into readymade door is in furtherance of our strategy of increasing our market share in the industry. Our wide product range provides us competitive edge over our competitors. We will in order to maintain our competitive edge keep on adding newer designs and textures to our product portfolio.

### ***Improving functional efficiency***

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development.

## SUMMARY OF FINANCIAL STATEMENTS

### Restated Statements of Assets & Liabilities

### Annexure-I

( in Lakhs)

| Particulars                         | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March 31,<br>2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|-------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>I. EQUITY AND LIABILITIES</b>    |                            |                            |                            |                            |                            |
| <b>1. Share holders' funds</b>      |                            |                            |                            |                            |                            |
| (a) Share capital                   | 550.00                     | 550.00                     | 550.00                     | 550.00                     | 550.00                     |
| (b) Reserves and surplus            | 1,164.83                   | 975.82                     | 808.63                     | 648.42                     | 500.20                     |
| <b>Sub-Total</b>                    | <b>1,714.83</b>            | <b>1,525.82</b>            | <b>1,358.63</b>            | <b>1,198.42</b>            | <b>1,050.20</b>            |
| <b>2. Non-current liabilities</b>   |                            |                            |                            |                            |                            |
| (a) Long-term borrowings            | 685.65                     | 630.48                     | 729.89                     | 536.24                     | 373.45                     |
| (b) Deferred tax liabilities (Net)  | 57.85                      | 73.05                      | 72.90                      | 64.93                      | 57.72                      |
| (c) Other long term liabilities     | 49.00                      | 44.00                      | 22.50                      | 22.50                      | 37.50                      |
| (d) Long-term provisions            | 31.57                      | 23.93                      | 11.75                      | 8.73                       | 5.58                       |
| <b>Sub-Total</b>                    | <b>824.07</b>              | <b>771.46</b>              | <b>837.04</b>              | <b>632.40</b>              | <b>474.25</b>              |
| <b>3. Current liabilities</b>       |                            |                            |                            |                            |                            |
| (a) Short-term borrowings           | 1,583.30                   | 1,467.25                   | 1,548.56                   | 1,249.06                   | 1,100.68                   |
| (b) Trade payables                  | 2,314.85                   | 2,213.00                   | 1,678.26                   | 1,585.59                   | 1,121.63                   |
| (c) Other current liabilities       | 461.54                     | 177.63                     | 167.37                     | 145.76                     | 236.24                     |
| (d) Short-term provisions           | 134.06                     | 110.87                     | 54.70                      | 52.54                      | 38.13                      |
| <b>Sub-Total</b>                    | <b>4,493.75</b>            | <b>3,968.75</b>            | <b>3,448.89</b>            | <b>3,033.05</b>            | <b>2,496.68</b>            |
| <b>TOTAL (1+2+3+4)</b>              | <b>7,032.65</b>            | <b>6,266.03</b>            | <b>5,644.55</b>            | <b>4,863.87</b>            | <b>4,021.13</b>            |
| <b>II. ASSETS</b>                   |                            |                            |                            |                            |                            |
| <b>1. Non-current assets</b>        |                            |                            |                            |                            |                            |
| (a) (i) Fixed assets                | 1,062.83                   | 1,147.62                   | 1,228.12                   | 1,247.65                   | 1,076.33                   |
| (ii) Fixed assets under development | 6.77                       | -                          | -                          | -                          | -                          |
| (b) Non-current investments         | -                          | -                          | -                          | -                          | -                          |
| (c) Deferred tax assets (net)       | -                          | -                          | -                          | -                          | -                          |
| (d) Long-term loans and advances    | 22.99                      | 22.99                      | 22.99                      | 19.55                      | 16.59                      |
| <b>Sub-Total</b>                    | <b>1,092.59</b>            | <b>1,170.61</b>            | <b>1,251.11</b>            | <b>1,267.20</b>            | <b>1,092.92</b>            |
| <b>2. Current assets</b>            |                            |                            |                            |                            |                            |
| (a) Inventories                     | 2,095.64                   | 1,871.64                   | 1,754.00                   | 1,771.56                   | 1,392.97                   |
| (b) Trade receivables               | 3,660.48                   | 3,046.95                   | 2,320.36                   | 1,683.08                   | 1,383.78                   |
| (c) Cash and cash equivalents       | 59.00                      | 70.99                      | 207.09                     | 55.73                      | 58.69                      |
| (d) Short-term loans and advances   | 66.92                      | 61.33                      | 35.65                      | 42.46                      | 79.50                      |
| (e) Other current assets            | 58.02                      | 44.51                      | 76.34                      | 43.84                      | 13.27                      |
| <b>Sub-Total</b>                    | <b>5,940.06</b>            | <b>5,095.42</b>            | <b>4,393.44</b>            | <b>3,596.67</b>            | <b>2,928.21</b>            |
| <b>TOTAL (1+2)</b>                  | <b>7,032.65</b>            | <b>6,266.03</b>            | <b>5,644.55</b>            | <b>4,863.87</b>            | <b>4,021.13</b>            |

**Restated Statement of Profit and Losses**  
**Annexure-II**

(` in Lakhs)

| Particulars  | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the FY<br>2012-13 |
|--|--------------------------|--------------------------|--------------------------|--------------------------|-----------------------|
| I. Revenue from operations   | 7,085.91                 | 6,379.18                 | 6,705.90                 | 6,391.42                 | 5,516.74              |
| II. Other income   | 60.66                    | 27.22                    | 16.83                    | 25.55                    | 1.27                  |
| <b>III. Total Revenue (I + II)</b>   | <b>7,146.57</b>          | <b>6,406.40</b>          | <b>6,722.73</b>          | <b>6,416.97</b>          | <b>5,518.01</b>       |
| IV. Expenses:  |                          |                          |                          |                          |                       |
| Cost of materials consumed   | 4,710.11                 | 4,674.55                 | 4,888.41                 | 4,860.20                 | 3,807.41              |
| Increase / (Decrease) in Inventories   | (146.90)                 | (228.46)                 | 82.68                    | (170.66)                 | 209.02                |
| Employee Benefit Expense   | 490.07                   | 386.45                   | 255.30                   | 240.68                   | 189.01                |
| Financial Costs  | 253.40                   | 215.26                   | 256.66                   | 214.12                   | 245.33                |
| Depreciation & Amortization Expense  | 180.24                   | 126.54                   | 138.04                   | 153.56                   | 153.04                |
| Other Administration Expenses  | 1,376.95                 | 982.31                   | 864.02                   | 899.33                   | 704.63                |
| <b>Total expenses</b>  | <b>6,863.87</b>          | <b>6,156.65</b>          | <b>6,485.11</b>          | <b>6,197.23</b>          | <b>5,308.44</b>       |
| <b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>   | <b>282.70</b>            | <b>249.75</b>            | <b>237.62</b>            | <b>219.74</b>            | <b>209.57</b>         |
| VI. Exceptional items  | -                        | -                        | -                        | -                        | -                     |
| <b>VII. Profit before extraordinary items and tax (V - VI)</b>                 | <b>282.70</b>            | <b>249.75</b>            | <b>237.62</b>            | <b>219.74</b>            | <b>209.57</b>         |
| VIII. Extraordinary Items-   | -                        | -                        | -                        | -                        | -                     |
| <b>IX. Profit before tax (VII- VIII)</b>                                       | <b>282.70</b>            | <b>249.75</b>            | <b>237.62</b>            | <b>219.74</b>            | <b>209.57</b>         |
| X. Tax expense:  |                          |                          |                          |                          |                       |
| (1) Current tax  | 108.90                   | 82.41                    | 69.44                    | 64.31                    | 62.95                 |
| (2) Deferred tax   | (15.21)                  | 0.15                     | 7.98                     | 7.21                     | 3.71                  |
| (3) Current tax expense relating to prior years                                | -                        | -                        | -                        | -                        | -                     |
| <b>XI. Profit (Loss) for the period from continuing operations (VII-VIII)</b>  | <b>189.01</b>            | <b>167.19</b>            | <b>160.20</b>            | <b>148.22</b>            | <b>142.91</b>         |
| XII. Profit/(loss) from discontinuing operations                               | -                        | -                        | -                        | -                        | -                     |
| XIII. Tax expense of discontinuing operations                                  | -                        | -                        | -                        | -                        | -                     |
| <b>XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b> | <b>-</b>                 | <b>-</b>                 | <b>-</b>                 | <b>-</b>                 | <b>-</b>              |
| <b>XV. Profit (Loss) for the period (XI + XIV)</b>                             | <b>189.01</b>            | <b>167.19</b>            | <b>160.20</b>            | <b>148.22</b>            | <b>142.91</b>         |
| XVI. Earnings per equity share:  |                          |                          |                          |                          |                       |
| (1) Basic  | 1.72                     | 1.52                     | 1.46                     | 1.35                     | 1.30                  |
| (2) Diluted  | 1.72                     | 1.52                     | 1.46                     | 1.35                     | 1.30                  |

**Restated Statement of Cash Flow**  
**Annexure-III**

( ` in Lakhs)

| Particulars   | As at<br>March 31,<br>2017 | As at<br>March 31,<br>2016 | As at<br>March 31,<br>2015 | As at<br>March 31,<br>2014 | As at<br>March 31,<br>2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                  |                            |                            |                            |                            |                            |
| Restated Net profit Before Tax and Extraordinary Items      | 282.70                     | 249.75                     | 237.62                     | 219.74                     | 209.57                     |
| <b>Adjustments For:</b>                                     |                            |                            |                            |                            |                            |
| Depreciation  | 180.24                     | 126.54                     | 125.64                     | 120.64                     | 120.12                     |
| Amortization of Deferred Revenue Expenditure                | -                          | -                          | 12.40                      | 32.92                      | 32.92                      |
| Interest Received   | (4.57)                     | (7.53)                     | (25.72)                    | (0.76)                     | (1.67)                     |
| Provision for Gratuity Expenses                             | 7.80                       | 12.42                      | 3.10                       | 3.21                       | 1.66                       |
| Net (gain) / loss on Foreign Exchanges                      | (3.17)                     | (6.37)                     | 18.21                      | (9.46)                     | 8.88                       |
| Interest and Finance Charges                                | 253.40                     | 215.26                     | 256.66                     | 214.12                     | 245.33                     |
| <b>Operating Profit before working capital changes</b>      | <b>716.40</b>              | <b>590.07</b>              | <b>627.91</b>              | <b>580.41</b>              | <b>616.81</b>              |
| <b>Adjustment For:</b>                                      |                            |                            |                            |                            |                            |
| Decrease/(Increase) in Inventories                          | (224.00)                   | (117.64)                   | 17.55                      | (378.59)                   | 92.02                      |
| Decrease/(Increase) in Trade receivables                    | (613.53)                   | (726.59)                   | (637.28)                   | (299.30)                   | (355.95)                   |
| Decrease/(Increase) in Short-term loans and advances        | (5.59)                     | (25.68)                    | 6.81                       | 37.04                      | 28.62                      |
| Decrease/(Increase) in Long Term Loans and Advances         | -                          | -                          | (3.44)                     | (2.96)                     | (3.81)                     |
| Decrease/(Increase) in other current assets                 | (13.51)                    | 31.83                      | (32.50)                    | (30.57)                    | (13.27)                    |
| Decrease/(Increase) in Trade Payables                       | 101.85                     | 534.74                     | 92.67                      | 463.96                     | 271.03                     |
| Decrease/(Increase) in Other Current Liabilities            | 283.91                     | 10.26                      | 21.61                      | (90.48)                    | 10.00                      |
| Decrease/(Increase) in Other long term Liabilities          | 5.00                       | 21.50                      | -                          | (15.00)                    | (46.00)                    |
| Decrease/(Increase) in long Term Provisions                 | (0.16)                     | (0.24)                     | (0.08)                     | (0.06)                     | (0.10)                     |
| Decrease/(Increase) in Short Term Provisions                | (36.71)                    | (0.50)                     | (36.38)                    | (28.80)                    | (7.98)                     |
| <b>Cash Generated from Operations</b>                       | <b>213.66</b>              | <b>317.75</b>              | <b>56.87</b>               | <b>235.65</b>              | <b>591.37</b>              |
| Taxes Paid  | (49.00)                    | (25.73)                    | (31.00)                    | (21.00)                    | (25.50)                    |
| <b>Net Cash From/(Used In ) Operating Activities (A)</b>    | <b>164.66</b>              | <b>292.02</b>              | <b>25.87</b>               | <b>214.65</b>              | <b>565.87</b>              |
| <b>Cash Flow From Investing Activities</b>                  |                            |                            |                            |                            |                            |
| (Purchase) / Sale of Fixed Assets/ Capital Work In Progress | (102.22)                   | (46.04)                    | (106.11)                   | (291.96)                   | (67.32)                    |

|   |                |                 |                |                 |                 |
|---|----------------|-----------------|----------------|-----------------|-----------------|
| Interest Received   | 4.57           | 7.53            | 25.72          | 0.76            | 1.67            |
| <b>Net Cash From/(Used In ) Investing Activities (B)</b>      | <b>(97.65)</b> | <b>(38.51)</b>  | <b>(80.39)</b> | <b>(291.20)</b> | <b>(65.65)</b>  |
| <b>Cash Flow From Financing Activities</b>                    |                |                 |                |                 |                 |
| Interest and Finance Charges                                  | (253.40)       | (215.26)        | (256.66)       | (214.12)        | (245.33)        |
| (Decrease)/Increase in Short Term Borrowing                   | 116.06         | (81.31)         | 299.50         | 148.38          | (109.65)        |
| (Decrease)/Increase in Long Term Borrowing                    | 55.17          | (99.41)         | 193.65         | 162.79          | (104.23)        |
| Amortization of Deferred Revenue Expenditure                  | -              | -               | (12.40)        | (32.92)         | (32.92)         |
| Net gain / loss on Foreign Exchanges                          | 3.17           | 6.37            | (18.21)        | 9.46            | (8.88)          |
| <b>Net Cash From Financing Activities (c)</b>                 | <b>(79.00)</b> | <b>(389.61)</b> | <b>205.88</b>  | <b>73.59</b>    | <b>(501.01)</b> |
| <b>Net Increase / (Decrease) in Cash (A)+(B)+(C)</b>          | <b>(11.99)</b> | <b>(136.10)</b> | <b>151.36</b>  | <b>(2.96)</b>   | <b>(0.79)</b>   |
| <b>Cash and Cash equivalents at the beginning of the year</b> | <b>70.99</b>   | <b>207.09</b>   | <b>55.73</b>   | <b>58.69</b>    | <b>59.48</b>    |
| <b>Cash and Cash equivalents at the end of the year</b>       | <b>59.00</b>   | <b>70.99</b>    | <b>207.09</b>  | <b>55.73</b>    | <b>58.69</b>    |

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

(II) Figures in Brackets represent outflows.

(III) The above statement should be read with the restated statement of profit and loss, cash flow statements, significant accounting policies and notes to restated summary statements as appearing in Annexure I,II, respectively.

## THE ISSUE

The following table summarizes the Issue details:

| Particulars                                  | Details of Equity Shares   |
|--|--|
| Issue of Equity Shares by our Company        | Upto 40,00,000** Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [•] per Equity Share aggregating Rs. [•] lakhs   |
| <i>Of which:</i>                             |  |
| Market Maker Reservation Portion             | Upto 2,08,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. [•] per Equity Share aggregating Rs. [•] lakhs   |
| Net Issue to the Public*                     | Upto 37,92,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [•] per Equity Share aggregating Rs.[•] lakhs  |
|  | <i>Of which:</i>   |
|  | Upto 18,96,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs.[•] per Equity Share aggregating Rs.[•] lakhs will be available for allocation to investors up to Rs. 2.00 Lakhs   |
|  | Upto 18,96,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. [•] per Equity Share aggregating Rs. [•] lakhs will be available for allocation to investors above Rs. 2.00 Lakhs |
| <i>Pre and Post Issue Equity Shares</i>      |  |
| Equity Shares outstanding prior to the Issue | 1,10,00,000 Equity Shares of face value of Rs. 10 each   |
| Equity Shares outstanding after the Issue    | Upto1,50,00,000 Equity Shares of face value of Rs. 10 each   |
| Use of Proceeds                              | For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 89 of this Red Herring Prospectus for information on use of Issue Proceeds.  |

### Notes:

1. Market Maker Reservation Portion will be 5% of Issue proceeds divided by floor price, subject to adjustments of lot size. Further the Market Maker Reservation Portion shall be not less than 5% of shares issued under the IPO as required as per regulation 106V, sub regulation (4) of SEBI (ICDR) Regulations.
2. The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on May 12, 2017 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 7, 2017.

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

\*The allocation in the net Issue to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
  - i. Individual applicants other than retail individual investors; and
  - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to section titled 'Issue Information' beginning on page 239 of this Red Herring Prospectus.

*\*\*Note: Number of shares may need to be adjusted for lot size upon determination of issue price through book built process.*

## GENERAL INFORMATION

Our Company was originally incorporated as Airo Lam Limited at Ahmedabad, Gujarat as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated October 22, 2007 bearing Corporate Identification Number U20211GJ2007PLC052019 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Our Company also obtained Certificate of Commencement of Business from the Registrar of Companies on November 06, 2007. The Corporate Identification Number of our Company is U20211GJ2007PLC052019.

For details of Business, Incorporation and other details of our company, please refer to chapter titled “Our Business” and “Our History and Certain Other Corporate Matters” beginning on page 115 and 136 of this Red Herring Prospectus.

### REGISTERED OFFICE AND MANUFACTURING UNIT OF OUR COMPANY

#### **Airo Lam Limited**

Survey No. 355, Nananpur Road, N.H. No. 8,  
Village-Dalpur, Taluka-Prantij, Gujarat- 383120, India  
**Tel:** +91 2770-240573

**Fax:** NA

**Email:** [investor@airolam.com](mailto:investor@airolam.com)

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

**Corporate Identification Number:** U20211GJ2007PLC052019

### REGISTRAR OF COMPANIES

#### **Registrar of Companies, Ahmedabad, Gujarat**

ROC Bhawan, Opp. Rupal Park Society, Behind Ankur Bus Stand,  
Naranpur, Ahmedabad-380013.  
**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### DESIGNATED STOCK EXCHANGE

#### **NSE Emerge, National stock exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra - Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Maharashtra, India

### BOARD OF DIRECTORS OF OUR COMPANY

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

| Sr. No. | Name                | Age (In Years) | DIN      | Address  | Designation                  |
|---------|---------------------|----------------|----------|--|------------------------------|
| 1.      | Pravinbhai N. Patel | 48             | 01840244 | 6-Bajaj Park, Near. Mahakali Mandir, Mahavirnagar, Himmatnagar. Sabarkantha-383001, Gujarat, India | Chairman & Managing Director |
| 2.      | Sureshbhai Patel    | 37             | 02223842 | C/O Patel Saw Mill, Mehtapura, Himatnagar-383001 Gujarat, India                                    | Whole-Time Director          |
| 3.      | Pravinbhai A. Patel | 36             | 00256357 | 6, Yogi Parivar, Kaknol Road, Maharvirnagar, Himatnagar-383001, Gujarat, India                     | Non-Executive Director       |



| Sr. No. | Name             | Age (In Years) | DIN      | Address   | Designation          |
|---------|------------------|----------------|----------|---|----------------------|
| 4.      | Mahendra Patel   | 56             | 00461809 | AT 18, Shiv Bungalow, Nr. Gayatri Mandir Road, Kankrol, Ta-Himmatnagar, District-Sabarkanta, Himmatnagar, 383001 Gujarat, India | Independent Director |
| 5.      | Mamtabahen Patel | 23             | 07688458 | At & Post- Lalpur (Badoli), Ta.- Idar, Dist.- Sabarkantha Lalpur 383410 Gujarat, India  | Independent Director |
| 6.      | Manilal Patel    | 49             | 07691117 | Survey No. 944, Tajpur Road, Karchhi Khet, Tajpur-3, At&Post- Tajpur, Ta.- Prantij, Dist.- Sab Tajpur ,383205 Gujarat, India    | Independent Director |

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 140 of this Red Herring Prospectus.

#### CHIEF FINANCIAL OFFICER

**Bharatbhai Patel**

**Airo Lam Limited**

Survey No. 355, Nananpur Road, N.H. No. 8,

Village: Dalpur, Ta. Prantij, Gujarat- 383120, India

**Tel:** +91 2770-2405773

**Fax:** NA

**Email:** [cfo@airolam.com](mailto:cfo@airolam.com)

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

#### COMPANY SECRETARY & COMPLIANCE OFFICER

**Ruchi Shah**

**Airo Lam Limited**

Survey No. 355, Nananpur Road, N.H. No. 8,

Village: Dalpur, Ta. Prantij, Gujarat- 383120, India

**Tel:** +91 2770-240572/73

**Fax:** NA

**Email:** [cs1@airolam.com](mailto:cs1@airolam.com)

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

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

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

## STATUTORY AUDITOR AND PEER REVIEWED AUDITOR

### **Piyush J. Shah & Co, Chartered Accountant**

504 Shikar Building, Nr. Vadilal House,  
Mithakhali Six Road, Navrangpura,

Ahmedabad – 380009

**Tel:** +91 79 40801155

**Email:** [pjshahca@rediffmail.com](mailto:pjshahca@rediffmail.com)

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

**Contact Person:** Piyush Shah

**Firm Registration No:** 121172W

**Membership No:** 108670

Piyush J. Shah & Co., Chartered Accountants holds a peer reviewed certificate dated August 16, 2015 issued by the Institute of Chartered Accountants of India.

## BOOK RUNNING LEAD MANAGER

### **Pantomath Capital Advisors Private Limited**

406-408, Keshava Premises

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051

**Tel:** +91 22 61946720/19

**Fax:** + 91 22 26598690

**Email:** ipo@pantomathgroup.com

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

**Contact Person:** Bharti Ranga

**SEBI Registration No:** INM000012110

## REGISTRAR TO THE ISSUE

### **Link Intime India Private Limited**

C-101, 1<sup>st</sup> Floor, 247 Park,

Lal Bahadur Shastri Marg, Vikhroli (West),

Mumbai 400083

**Tel:** +91 22 49186200

**Fax:** +91 22 49186195

**Email:** airolam.ipo@linkintime.co.in

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Contact Person:** Shanti Goplakrishnan

**SEBI Registration No:** INR000004058

**CIN:** U67190MH1999PTC118368

## LEGAL ADVISOR TO THE ISSUE

### **M V Kini**

Kini House,

1<sup>st</sup> Floor, 261/263,

Near City Bank, D.N. Road,

Fort, Mumbai - 400001,

Maharashtra, India

**Tel:** 022-2261 2527/ 28/ 29

**Fax:** 022-2261 2530

**E-mail:** [vidisha@mvkini.com](mailto:vidisha@mvkini.com)

**Contact Person:** Vidisha Krishan

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

## **BANKER TO THE COMPANY**

### **Punjab National Bank**

BO: Shastri Park, Nehru Nagar,

Ahmedabad-380015, Gujarat.

**Tel:** +91 079 26307350

**Fax:** N.A.

**E-mail:** bo1003@pnb.co.in

**Contact Person:** R. Murali Raghvan

**Website:** [www.pnbindia.in](http://www.pnbindia.in)

## **PUBLIC ISSUE BANK/ BANKERS TO THE ISSUE AND REFUND BANKER**

### **ICICI Bank Limited**

Capital Market Division,

1<sup>st</sup> Floor, 122, Mistry Bhavan,

Dinshaw Vachha Road, Backbay Reclamation,

Churchgate, Mumbai-400020

**Tel:** +91 22 66818924/923/932

**Fax:** +91 22 22611138

**E-mail:** shradha.salaria @icicibank.com

**Contact Person:** Shradha Salaria

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

**SEBI Registration Number:** INBI00000004

## **SYNDICATE MEMBER**

### **Pantomath Stock Brokers Private Limited**

108, Madhava Premises, Behind Family Court,

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

Maharashtra, India

**Tel:** +91 22 42577001

**Fax:** +91 22 2659 8690

**Email:** [broking@pantomathgroup.com](mailto:broking@pantomathgroup.com)

**Contact Person:** Mahavir Toshniwal

**SEBI Registration Number:** INZ000068338

## **DESIGNATED INTERMEDIARIES**

### **Self Certified Syndicate Banks**

The list of SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> or such other websites as updated from time to time. For details of the Designated Branches which shall collect Bid cum Application Forms from the ASBA Bidders and Designated Intermediaries, please refer to the above-mentioned link.

### **Registered Brokers**

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the National Stock Exchange of India, as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum

Application Forms from the Registered Brokers will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **Registrar to Issue**

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

### **Collecting Depository Participants**

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **APPRAISAL AND MONITORING AGENCY**

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. [•] 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.

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

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

## **EXPERT OPINION**

Piyush J. Shah & Co, Chartered Accountants, have provided their written consent for the inclusion of the report on the restated financial statements for the year ended March 31, 2017, 2016, 2015, 2014 and 2013 in the form and context in which it will appear in the Red Herring Prospectus, Red Herring Prospects and Prospectus and the statement of tax benefits and to be named as an expert in relation hereto, and such consent has not been withdrawn at the time of delivery of this Prospectus to Stock Exchange. Except the report of the Peer Reviewed Auditor our Company has not obtained any other expert opinion.

## **DEBENTURE TRUSTEE**

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

## **UNDERWRITER**

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated June 8, 2017 and pursuant to the terms of the underwriting agreement; obligations of the underwriters are subject to certain conditions specified

therein. The underwriters have indicated their intention to underwrite following number of specified securities being offered through this Issue.

| Name and Address of the Underwriters  | Indicative Number of Equity Shares to be Underwritten | Amount Underwritten (Rupees Lakhs) in | % of the Total Issue size Underwritten |
|---|---|---------------------------------------|--|
| <b>Pantomath Capital Advisors Private Limited</b><br>406-408, Keshava Premises Co-Op Soc. Ltd., Bandra Kurla Complex, Bandra East Mumbai 400051<br><b>Tel:</b> +91 22 61946772<br><b>Fax:</b> + 91 22 26598690<br><b>Email:</b> ipo@pantomathgroup.com<br><b>Contact Person:</b> Madhu Lunawat<br><b>SEBI Registration Number:</b> INM000012110 | upto 40,00,000  | [•]                                   | 100%                                   |
| <b>Total</b>  | <b>upto 40,00,000</b>                                 | <b>[•]</b>                            | <b>100%</b>                            |

*\*Includes upto 2,08,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

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

#### DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Book Running Lead Manager have entered into an agreement dated June 8, 2017 with the following Market Maker, duly registered with NSE Emerge to fulfil the obligations of Market Making.

##### **Pantomath Stock Brokers Private Limited**

108, Madhava Premises, Behind Family Court,  
Bandra Kurla Complex, Bandra (East), Mumbai 400 051,  
Maharashtra, India

**Tel:** +91 22 42577001

**Fax:** +91 22 2659 8690

**Email:** [broking@pantomathgroup.com](mailto:broking@pantomathgroup.com)

**Contact Person:** Mahavir Toshniwal

**SEBI Registration Number:** INZ000068338

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the stock exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s) .
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of [•]/- the minimum lot size is [•] Equity Shares thus minimum depth of the quote shall be Rs. [•]/- until the same, would be revised by NSE.
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the upto 2,08,000 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath stock brokers private limited is acting as the sole Market Maker.
7. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Book Running 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 Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that

particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

10. NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. NSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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.

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

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

## BOOK BUILDING PROCESS

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the BRLM in accordance with the Book Building Process, and advertised in all editions of a widely circulated English Newspaper, all editions of a widely circulated Hindi Newspaper and a widely circulated Gujarati Newspaper, Gujarati being the regional language of Gujarat, where our registered office is situated at least five working days prior to the Bid/ Issue Opening date, after the Bid/Issue Closing Date. The Issue Price shall be determined by our Company, in consultation with the BRLM in accordance with the Book Building Process. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Pantomath Capital Advisors Private Limited, the Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the BRLM;
- The Registrar to the Issue and;

- The Designated Intermediaries

This Issue is being made through the 100 per cent Book Building Process wherein 50 per cent of the Issue shall be available for allocation to Retail Individual Bidders and the balance shall be offered to QIBs and Non-Institutional Investors. Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

All Bidders (excluding Anchor Investors) can participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process. In accordance with the SEBI Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bids prior to the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. We will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, we have appointed Pantomath Capital Advisors Private Limited as the Book Running Lead Manager, respectively to manage the Issue and procure subscriptions to the Issue. The allocation in the net Issue to the public category shall be made as follows:

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

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

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page 249 of this Red Herring Prospectus.

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue) Bidders can bid at any price within the price band. For instance, assume a price band of Rs.20.00 to Rs.24.00 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

| Bid Quantity | Bid Price (Rs.) | Cumulative Bid Quantity | Subscription |
|--------------|-----------------|-------------------------|--------------|
| 500          | 24              | 500                     | 16.67%       |
| 1,000        | 23              | 1,500                   | 50.00%       |
| 1,500        | 22              | 3,000                   | 100.00%      |
| 2,000        | 21              | 5,000                   | 166.67%      |



|       |    |       |         |
|-------|----|-------|---------|
| 2,500 | 20 | 7,500 | 250.00% |
|-------|----|-------|---------|

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below Rs.22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

#### **Steps to be taken by the Bidders for Bidding:**

1. Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 249 of this Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

#### **BID / ISSUE PROGRAMME**

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

| <b>Event</b>  | <b>Indicative Date</b>       |
|---|------------------------------|
| Bid/Issue Opening Date  | September 25, 2017           |
| Bid/Issue Closing Date  | September 27, 2017           |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before October 3, 2017 |
| Initiation of Refunds   | On or before October 4, 2017 |
| Credit of Equity Shares to Demat Accounts of Allottees                | On or before October 4, 2017 |
| Commencement of trading of the Equity Shares on the Stock Exchange    | On or before October 6, 2017 |

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

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock

Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

## CAPITAL STRUCTURE

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

*Amount (Rs. in Lakhs except share data)*

| No. | Particulars  | Aggregate nominal value | Aggregate value at Issue Price |
|-----|--|-------------------------|--------------------------------|
| A.  | <b>Authorised Share Capital</b>  |                         |                                |
|     | 1,60,00,000 Equity Shares of face value of Rs. 10/- each   | 1600.00                 | [•]                            |
| B.  | <b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>   |                         |                                |
|     | 1,10,00,000 Equity Shares of face value of Rs. 10/- each   | 1100.00                 | [•]                            |
| C.  | <b>Present Issue in terms of this Red Herring Prospectus</b>   |                         |                                |
|     | Issue of Upto 40,00,000 Equity Shares of face value Rs.10 each at a price of Rs. [•]/- per Equity Share  | Upto 400                | [•]                            |
|     | <b>Consisting :</b>  |                         |                                |
|     | <b>Reservation for Market Maker</b> – Upto 2,08,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. [•]/- per Equity Share   | Upto 20.80              | [•]                            |
|     | <b>Net Issue to the Public</b> – Upto 37,92,000 Equity Shares of face value of Rs. 10 each at a price of Rs. [•]/- per Equity Share  | Upto 379.20             | [•]                            |
|     | <b>Of the Net Issue to the Public</b>  |                         |                                |
|     | <b>Allocation to Retail Individual Investors</b> - Upto 18,96,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. [•]/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lacs          | Upto 189.60             | [•]                            |
|     | <b>Allocation to Other than Retail Individual Investors</b> - Upto 18,96,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. [•]/- per Equity Share shall be available for allocation for Investors applying for a value above Rs. 2 lacs | Upto 189.60             | [•]                            |
| D.  | <b>Issued, Subscribed and Paid-Up Share Capital after the Issue</b>  |                         |                                |
|     | 1,50,00,000 Equity Shares of face value of Rs. 10 each   | 1500.00                 |                                |
| E.  | <b>Securities Premium Account</b>  |                         |                                |
|     | Before the Issue   |                         | Nil                            |
|     | After the Issue  |                         | [•]                            |

The Issue has been authorised by the Board of Directors of our Company vide a resolution passed at its meeting held on May 12, 2017 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on June 07, 2017.

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

## NOTES TO THE CAPITAL STRUCTURE

## 1. Details of changes in authorised Share Capital:

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

| Particulars of Change   |  | Date of Shareholders' Meeting | AGM / EGM |
|---|--|-------------------------------|-----------|
| From  | To   |                               |           |
| Rs. 1,00,00,000 consisting of 10,00,000 Equity shares of Rs. 10 each. |  | On Incorporation              | --        |
| Rs. 1,00,00,000 consisting of 10,00,000 Equity shares of Rs. 10 each. | Rs. 3,00,00,000 consisting of 30,00,000 Equity shares of Rs. 10 each.    | December 12, 2007             | EGM       |
| Rs. 3,00,00,000 consisting of 30,00,000 Equity shares of Rs. 10 each. | Rs. 5,00,00,000 consisting of 50,00,000 Equity shares of Rs. 10 each.    | March 26, 2008                | EGM       |
| Rs. 5,00,00,000 consisting of 50,00,000 Equity shares of Rs. 10 each. | Rs. 6,00,00,000 consisting of 60,00,000 Equity shares of Rs. 10 each.    | November 10, 2008             | EGM       |
| Rs. 6,00,00,000 consisting of 60,00,000 Equity shares of Rs. 10 each. | Rs. 16,00,00,000 consisting of 1,60,00,000 Equity shares of Rs. 10 each. | May 1, 2017                   | EGM       |

## 2. History of Equity Share Capital of our Company

| Date of Allotment / Fully Paid-up   | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Nature of consideration | Nature of Allotment                | Cumulative number of Equity Shares | Cumulative Paid-up Capital (Rs.) |
|-------------------------------------|-------------------------------|------------------|-------------------|-------------------------|------------------------------------|------------------------------------|----------------------------------|
| October 22, 2007 (On Incorporation) | 70,000                        | 10               | 10                | Cash                    | Subscription to MOA <sup>(i)</sup> | 70,000                             | 700,000                          |
| December 26, 2007                   | 9,30,000                      | 10               | 10                | Cash                    | Further Issue <sup>(ii)</sup>      | 1,000,000                          | 10,000,000                       |
| March 03, 2008                      | 15,36,000                     | 10               | 10                | Cash                    | Further Issue <sup>(iii)</sup>     | 2,536,000                          | 25,360,000                       |
| March 31, 2008                      | 6,68,500                      | 10               | 10                | Cash                    | Further Issue <sup>(iv)</sup>      | 3,204,500                          | 32,045,000                       |
| August 20, 2008                     | 17,95,500                     | 10               | 10                | Cash                    | Further Issue <sup>(v)</sup>       | 5,000,000                          | 50,000,000                       |
| November 27, 2008                   | 2,00,000                      | 10               | 50                | Cash                    | Further Issue <sup>(vi)</sup>      | 5,200,000                          | 52,000,000                       |
| January 10, 2009                    | 1,50,000                      | 10               | 50                | Cash                    | Further Issue <sup>(vii)</sup>     | 5,350,000                          | 53,500,000                       |
| February 24, 2009                   | 1,50,000                      | 10               | 50                | Cash                    | Further Issue <sup>(viii)</sup>    | 5,500,000                          | 55,000,000                       |
| August 12, 2017                     | 5,500,000                     | 10               | NA                | Other than cash         | Bonus Issue <sup>(ix)</sup>        | 1,10,00,000                        | 11,00,00,000                     |

- (i) Initial Subscribers to Memorandum of Association subscribed 70,000 Equity Shares of face value of Rs. 10/- each fully paid at par on October 22, 2007, as per the details given below:

| Sr. No. | Name of Person      | No. of shares Allotted |
|---------|---------------------|------------------------|
| 1.      | Kamleshbhai Patel   | 10,000                 |
| 2.      | Bharatbhai Patel    | 10,000                 |
| 3.      | Pravinbhai N. Patel | 10,000                 |
| 4.      | Prafulkumar Patel   | 10,000                 |
| 5.      | Jasvantbhai Patel   | 10,000                 |
| 6.      | Utkarshbhai Patel   | 10,000                 |
| 7.      | Sureshbhai Patel    | 10,000                 |
|         | <b>Total</b>        | <b>70,000</b>          |

- (ii) Further Issue of 9,30,000 Equity Shares of face value of Rs. 10/- each fully paid at par on December 26, 2007 as per the details given below:

| Sr. No | Name of Person             | No. of Shares Allotted |
|--------|----------------------------|------------------------|
| 1.     | Aartiben Patel             | 12,500                 |
| 2.     | Amrutbhai atel             | 15,000                 |
| 3.     | Anandkumar Patel           | 10,000                 |
| 4.     | Bharatbhai Patel           | 40,900                 |
| 5.     | Dahyabhai Patel            | 20,000                 |
| 6.     | Daxeshbhai Raval           | 1,00,000               |
| 7.     | Dinaben Patel              | 32,500                 |
| 8.     | Girishbhai Patel           | 15,000                 |
| 9.     | Jagdishbhai Patel          | 38,800                 |
| 10.    | Jasvantbhai A. Patel       | 42,500                 |
| 11.    | Jasvantbhai A. Patel (HUF) | 5,000                  |
| 12.    | Jaswantbhai R. Patel       | 10,000                 |
| 13.    | Jayantibhai D. Patel       | 20,000                 |
| 14.    | Jayantibhai P. Patel       | 10,000                 |
| 15.    | Jiviben Patel              | 41,000                 |
| 16.    | Kalpanaben Patel           | 10,000                 |
| 17.    | Manilal Patel              | 20,000                 |
| 18.    | Nathabhai Patel            | 40,000                 |
| 19.    | Prabhudas Patel            | 10,000                 |
| 20.    | Prafulkumar Patel          | 1,20,000               |
| 21.    | Pravinbhai A. Patel (HUF)  | 5,000                  |
| 22.    | Pravinbhai A. Patel        | 75,000                 |
| 23.    | Pravinbhai N. Patel        | 93,500                 |
| 24.    | Revabhai Patel             | 30,000                 |
| 25.    | Shantaben Patel            | 10,000                 |
| 26.    | Sureshbhai D. Patel        | 40,000                 |
| 27.    | Sureshbhai Patel           | 40,000                 |
| 28.    | Suryakant Patel            | 5,000                  |
| 29.    | Utkarshbhai Patel          | 5,800                  |
| 30.    | Vinodbhai D. Patel         | 12,500                 |
|        | <b>Total</b>               | <b>9,30,000</b>        |

- (iii) Further Issue of 15,36,000 Equity Shares of face value of Rs. 10/- each fully paid at par on March 03, 2008 as per the details given below:

| Sr. No | Name of Person | No. of Shares Allotted |
|--------|----------------|------------------------|
|--------|----------------|------------------------|

| Sr. No | Name of Person            | No. of Shares Allotted |
|--------|---------------------------|------------------------|
| 1.     | Aartiben Patel            | 29,000                 |
| 2.     | Amichandbhai Patel        | 24,000                 |
| 3.     | Amrutbhai Patel           | 30,000                 |
| 4.     | Anandkumar Patel          | 15,000                 |
| 5.     | Anjanaben Patel           | 22,000                 |
| 6.     | Ashokbhai Patel           | 10,000                 |
| 7.     | Babubhai Patel            | 20,000                 |
| 8.     | Bharatbhai Patel          | 96,500                 |
| 9.     | Bhogibhai Patel           | 10,000                 |
| 10.    | Dahyabhai Patel           | 20,000                 |
| 11.    | Daxesh Raval              | 80,000                 |
| 12.    | Dinaben Patel             | 1,500                  |
| 13.    | Dipakbhai Patel           | 89250                  |
| 14.    | Girishbhai Patel          | 30000                  |
| 15.    | Haribhai Patel            | 15000                  |
| 16.    | Jashubhai A. Patel        | 27500                  |
| 17.    | Jasvanthai A. Patel (HUF) | 15,000                 |
| 18.    | Jayantibhai G. Patel      | 60,000                 |
| 19.    | Jayantibhai P. Patel      | 40,000                 |
| 20.    | Jyotsnaben Patel          | 10,000                 |
| 21.    | Kamleshbhai Patel         | 1,00,000               |
| 22.    | Krishnaben Patel          | 17,500                 |
| 23.    | Lakhuben Patel            | 6,500                  |
| 24.    | Mahendrabhai Patel        | 84,500                 |
| 25.    | Manilal Patel             | 20,000                 |
| 26.    | Manjulaben Patel          | 22,000                 |
| 27.    | Mavjibhai Patel (HUF)     | 60,000                 |
| 28.    | Prabhatbhai Patel (HUF)   | 50,000                 |
| 29.    | Prabhudas Patel           | 20,000                 |
| 30.    | Prafulkumar Patel         | 50,000                 |
| 31.    | Prahladbhai Patel         | 10,000                 |
| 32.    | Pravinbhai A. Patel       | 25,000                 |
| 33.    | Pravinbhai N. Patel       | 1,19,250               |
| 34.    | Rameshbhai Narabhai Patel | 20,000                 |
| 35.    | Revabhai Patel            | 20,000                 |
| 36.    | Sangitaben Patel          | 30,000                 |
| 37.    | Shaileshbhai Patel        | 20,000                 |
| 38.    | Shantaben Patel           | 5,000                  |
| 39.    | Sureshbhai D. Patel       | 60,000                 |
| 40.    | Sureshbhai R. Patel       | 20,000                 |
| 41.    | Utkarshbhai Patel         | 20,000                 |
| 42.    | Varshaben Patel           | 20,000                 |
| 43.    | Vinodbhai D. Patel        | 51,500                 |
| 44.    | Vinodbhai M Patel         | 40,000                 |
|        | <b>Total</b>              | <b>15,36,000</b>       |

(iv) Further Issue of 6,68,500 Equity Shares of face value of Rs. 10/- each fully paid at par on March 31, 2008 as per the details given below:

| Sr. No | Name of Person | No. of Shares Allotted |
|--------|----------------|------------------------|
|--------|----------------|------------------------|

| Sr. No | Name of Person       | No. of Shares Allotted |
|--------|----------------------|------------------------|
| 1.     | Aartiben Patel       | 5,000                  |
| 2.     | Amichandbhai Patel   | 2,30,000               |
| 3.     | Amrutbhai Patel      | 15,000                 |
| 4.     | Bharatbhai Patel     | 50,400                 |
| 5.     | Bhogibhai Patel      | 20,000                 |
| 6.     | Dinaben Patel        | 5,000                  |
| 7.     | Dipakbhai Patel      | 21,710                 |
| 8.     | Dolabhai Patel       | 9,800                  |
| 9.     | Girishbhai Patel     | 15,000                 |
| 10.    | Jasvantbhai A. Patel | 90,000                 |
| 11.    | Kamleshbhai Patel    | 23,600                 |
| 12.    | Manilal Patel        | 20,000                 |
| 13.    | Nathabhai Patel      | 10,000                 |
| 14.    | Parshottamdas Patel  | 40,000                 |
| 15.    | Pravinbhai A. Patel  | 60,000                 |
| 16.    | Sangitaben Patel     | 4,690                  |
| 17.    | Suryakant Patel      | 12,300                 |
| 18.    | Vasantbhai Raval     | 30,000                 |
| 19.    | Vinodbhai D. Patel   | 6,000                  |
|        | <b>Total</b>         | <b>6,68,500</b>        |

(v) Further Issue of 17,95,500 Equity Shares of face value of Rs. 10/- each fully paid at par on August 20, 2008 as per the details given below:

| Sr. No. | Name of the person    | No. of shares allotted |
|---------|-----------------------|------------------------|
| 1.      | Aartiben Patel        | 5,000                  |
| 2.      | Amrutbhai Patel       | 30,000                 |
| 3.      | Anandkumar Patel      | 20,000                 |
| 4.      | Anjanaben Patel       | 43,250                 |
| 5.      | Ashokbhai Patel       | 20,000                 |
| 6.      | Babubhai Patel        | 22,600                 |
| 7.      | Bhanubhai Raval       | 20,000                 |
| 8.      | Bharatbhai Patel      | 1,36,100               |
| 9.      | Bhavesbhai Patel      | 15,000                 |
| 10.     | Dahyabhai Patel       | 30,000                 |
| 11.     | Daxeshbhai Raval      | 80,000                 |
| 12.     | Devchandbhai Patel    | 15,000                 |
| 13.     | Devjibhai Patel       | 57,400                 |
| 14.     | Dinaben Patel         | 50,000                 |
| 15.     | Girishbhai R. Patel   | 30,000                 |
| 16.     | Girishbhai S. Patel   | 10,000                 |
| 17.     | Hansrajbhai Patel-HuF | 1,00,000               |
| 18.     | Jagdishbhai Patel     | 16,950                 |
| 19.     | Jasvantbhai A. Patel  | 92,500                 |
| 20.     | Jayantibhai P. Patel  | 32,000                 |
| 21.     | Jyotsnaben Patel      | 19,500                 |
| 22.     | Khetabhai Patel-HUF   | 40,000                 |
| 23.     | Krishnaben Patel      | 20,000                 |
| 24.     | Madhuben Raval        | 10,000                 |
| 25.     | Mahendrabhai Patel    | 50,000                 |

| Sr. No. | Name of the person  | No. of shares allotted |
|---------|---------------------|------------------------|
| 26.     | Manilal Patel       | 10,000                 |
| 27.     | Manjulaben Patel    | 85,000                 |
| 28.     | Mukeshbhai Patel    | 10,000                 |
| 29.     | Pankajbhai Patel    | 10,000                 |
| 30.     | Prabhudas Patel     | 30,000                 |
| 31.     | Prafulkumar Patel   | 1,75,000               |
| 32.     | Pravinbhai A. Patel | 51,500                 |
| 33.     | Pravinbhai N. Patel | 1,17,500               |
| 34.     | Premilaben Patel    | 20,000                 |
| 35.     | Punjiben Patel      | 25,000                 |
| 36.     | Rameshbhai Patel    | 60,000                 |
| 37.     | Revabhai Patel      | 49,000                 |
| 38.     | Ritaben Raval       | 10,000                 |
| 39.     | Shaileshbhai Patel  | 35,000                 |
| 40.     | Shantaben Patel     | 10,000                 |
| 41.     | Sureshbhai Patel    | 20,000                 |
| 42.     | Sureshbhai R. Patel | 10,000                 |
| 43.     | Suryakant Patel     | 10,000                 |
| 44.     | Utkarshbhai Patel   | 40,200                 |
| 45.     | Vasantbhai Raval    | 20,000                 |
| 46.     | Vinodbhai D Patel   | 32,000                 |
|         | <b>Total</b>        | <b>17,95,500</b>       |

(vi) Further Issue of 2,00,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/-per equity shares on November 27, 2008 as per the details given below:

| Sr. No. | Name of the Person   | No. of shares allotted |
|---------|----------------------|------------------------|
| 1.      | Aartiben Patel       | 2,600                  |
| 2.      | Amrutbhai Patel      | 3,000                  |
| 3.      | Anandkumar Patel     | 2,000                  |
| 4.      | Anjanaben Patel      | 12,240                 |
| 5.      | Amichandbhai Patel   | 7,500                  |
| 6.      | Babubhai Patel       | 1,500                  |
| 7.      | Bharatbhai Patel     | 14,700                 |
| 8.      | Daxeshbhai Raval     | 1,000                  |
| 9.      | Dinaben Patel        | 1,600                  |
| 10.     | Mukeshbhai Patel     | 400                    |
| 11.     | Jasvantbhai A. Patel | 10,300                 |
| 12.     | Jyotsnaben Patel     | 10,400                 |
| 13.     | Jethabhai Patel      | 8,000                  |
| 14.     | Nathabhai Patel      | 12,000                 |
| 15.     | Manishbhai Patel     | 6,000                  |
| 16.     | Pravinbhai A. Patel  | 5,000                  |
| 17.     | Pravinbhai N. Patel  | 7,060                  |
| 18.     | Revabhai Patel       | 6,000                  |
| 19.     | Shantaben Patel      | 1,400                  |
| 20.     | Sureshbhai R. Patel  | 2,000                  |
| 21.     | Suryakant Patel      | 7,900                  |
| 22.     | Utkarshbhai Patel    | 5,200                  |
| 23.     | Vasantbhai Raval     | 16,000                 |



| Sr. No. | Name of the Person        | No. of shares allotted |
|---------|---------------------------|------------------------|
| 24.     | Dipakbhai Patel           | 12,000                 |
| 25.     | Kamleshbhai Patel         | 16,000                 |
| 26.     | Jayantibhai G. Patel      | 2,700                  |
| 27.     | Vinodbhai M. Patel        | 12,100                 |
| 28.     | Kalpanaben Patel          | 1,400                  |
| 29.     | Pravinbhai A. Patel (HUF) | 3,000                  |
| 30.     | Sureshbhai Patel          | 9,000                  |
|         | <b>Total</b>              | <b>2,00,000</b>        |

(vii) Further Issue of 1,50,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/-per equity shares on January 10, 2009 as per the details given below:

| Sr. No. | Name of Person                   | No. of shares Allotted |
|---------|----------------------------------|------------------------|
| 1.      | Dhanvidhya Impex Private Limited | 1,50,000               |
|         | <b>Total</b>                     | <b>1,50,000</b>        |

(viii) Further Issue of 1,50,000 Equity Shares of face value of Rs. 10/- each fully paid at a premium of Rs. 40/-per equity shares on February 24, 2009 as per the details given below:

| Sr. No. | Name of Person                   | No. of shares Allotted |
|---------|----------------------------------|------------------------|
| 1.      | Dhanvidhya Impex Private Limited | 1,50,000               |
|         | <b>Total</b>                     | <b>1,50,000</b>        |

(ix) Bonus Issue of 55,00,000 Equity Shares of face value of Rs. 10/- each fully paid in the ratio of 1:1 to the existing shareholders on August 12, 2017 as per the details given below:

| Sr. No. | Name of Person          | No. of shares Allotted |
|---------|-------------------------|------------------------|
| 1.      | Aartiben Patel          | 72713                  |
| 2.      | Amrutbhai H Patel       | 110000                 |
| 3.      | Amrutbhai H Patel HUF   | 35800                  |
| 4.      | Anandkumar Patel        | 47000                  |
| 5.      | Anjanaben Patel         | 173510                 |
| 6.      | Ashokbhai Patel         | 30000                  |
| 7.      | Bhavikbhai Patel        | 68000                  |
| 8.      | Daxeshbhai Raval        | 269000                 |
| 9.      | Devchandbhai Patel      | 25000                  |
| 10.     | Dharaben Patel          | 10000                  |
| 11.     | Dinaben Patel           | 112330                 |
| 12.     | Dipakbhai Patel         | 70000                  |
| 13.     | Girishbhai Patel        | 10000                  |
| 14.     | Hansrajbhai Patel       | 55000                  |
| 15.     | Hansrajbhai Patel-HUF   | 266400                 |
| 16.     | Haribhai Patel          | 15000                  |
| 17.     | Jasavantbhai A Patel    | 23021                  |
| 18.     | Jasvantbhai A Patel-HUF | 20000                  |
| 19.     | Jayantibhai G Patel     | 62700                  |
| 20.     | Jayantibhai P Patel     | 82000                  |
| 21.     | Kantaben P Patel        | 10000                  |
| 22.     | Karanbhai Raval         | 40000                  |
| 23.     | Khetabhai V Patel       | 50400                  |
| 24.     | Khetabhai V Patel-HUF   | 196300                 |
| 25.     | Laxmiben Patel          | 10000                  |
| 26.     | Madhuben Raval          | 10000                  |
| 27.     | Mahendrabhai N Patel    | 451040                 |

|     |                          |                  |
|-----|--------------------------|------------------|
| 28. | Mahendrabhai N Patel HUF | 34690            |
| 29. | Maniben Patel            | 44400            |
| 30. | Manjulaben Patel         | 107000           |
| 31. | Mavjibhai Patel-HUF      | 162700           |
| 32. | Nathabhai M Patel        | 62000            |
| 33. | Prabhatbhai Patel-HUF    | 190000           |
| 34. | Piyushbhai Sankhala      | 70000            |
| 35. | Prafulkumar Patel        | 373000           |
| 36. | Pravinbhai A Patel       | 911936           |
| 37. | Pravinbhai A Patel-HUF   | 8000             |
| 38. | Pravinbhai N Patel       | 567260           |
| 39. | Rameshbhai Patel         | 110000           |
| 40. | Ravibhai Patel           | 64500            |
| 41. | Shantaben K Patel        | 34100            |
| 42. | Shivjibhai Patel         | 55000            |
| 43. | Sureshbhai H Patel       | 59000            |
| 44. | Sureshbhai H Patel-Huf   | 40200            |
| 45. | Sureshbhai R Patel       | 32000            |
| 46. | Tulsiben Patel           | 34000            |
| 47. | Vasantbhai Raval         | 66000            |
| 48. | Vinodbhai Patel          | 25000            |
| 49. | Vimlaben Patel           | 34000            |
| 50. | Yash Patel               | 90000            |
|     | <b>Total</b>             | <b>55,00,000</b> |

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

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Benefits accrued to our Company | Allottees             | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|---------------------------------|-----------------------|------------------------|
| August 12, 2017   | 55,00,000               | 10               | NA                | Bonus issue           | Nil                             | Aartiben Patel        | 72713                  |
|                   |                         |                  |                   |                       |                                 | Amrutbhai H Patel     | 110000                 |
|                   |                         |                  |                   |                       |                                 | Amrutbhai H Patel HUF | 35800                  |
|                   |                         |                  |                   |                       |                                 | Anandkumar Patel      | 47000                  |
|                   |                         |                  |                   |                       |                                 | Anjanaben Patel       | 173510                 |
|                   |                         |                  |                   |                       |                                 | Ashokbhai Patel       | 30000                  |
|                   |                         |                  |                   |                       |                                 | Bhavikbhai Patel      | 68000                  |
|                   |                         |                  |                   |                       |                                 | Daxeshbhai Raval      | 269000                 |
|                   |                         |                  |                   |                       |                                 | Devchandbhai Patel    | 25000                  |
|                   |                         |                  |                   |                       |                                 | Dharaben Patel        | 10000                  |
|                   |                         |                  |                   |                       |                                 | Dinaben Patel         | 112330                 |
|                   |                         |                  |                   |                       |                                 | Dipakbhai Patel       | 70000                  |
|                   |                         |                  |                   |                       |                                 | Girishbhai Patel      | 10000                  |
|                   |                         |                  |                   |                       |                                 | Hansrajbhai Patel     | 55000                  |
|                   |                         |                  |                   |                       |                                 | Hansrajbhai Patel-HUF | 266400                 |
|                   |                         |                  |                   |                       |                                 | Haribhai Patel        | 15000                  |
|                   |                         |                  |                   |                       |                                 | Jasavantbhai A.       | 23021                  |

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Benefits accrued to our Company | Allottees                     | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|---------------------------------|-------------------------------|------------------------|
|                   |                         |                  |                   |                       |                                 | Patel                         |                        |
|                   |                         |                  |                   |                       |                                 | Jasvantbhai A. Patel-HUF      | 20000                  |
|                   |                         |                  |                   |                       |                                 | Jayantibhai G. Patel          | 62700                  |
|                   |                         |                  |                   |                       |                                 | Jayantibhai P. Patel          | 82000                  |
|                   |                         |                  |                   |                       |                                 | Kantaben P Patel              | 10000                  |
|                   |                         |                  |                   |                       |                                 | Karanbhai Raval               | 40000                  |
|                   |                         |                  |                   |                       |                                 | Khetabhai Patel               | 50400                  |
|                   |                         |                  |                   |                       |                                 | Khetabhai Patel-HUF           | 196300                 |
|                   |                         |                  |                   |                       |                                 | Laxmiben Patel                | 10000                  |
|                   |                         |                  |                   |                       |                                 | Madhuben Raval                | 10000                  |
|                   |                         |                  |                   |                       |                                 | Mahendrabhai N. Patel         | 451040                 |
|                   |                         |                  |                   |                       |                                 | Mahendrabhai N. Patel HUF     | 34690                  |
|                   |                         |                  |                   |                       |                                 | Maniben Patel                 | 44400                  |
|                   |                         |                  |                   |                       |                                 | Manjulaben Patel              | 107000                 |
|                   |                         |                  |                   |                       |                                 | Mavjibhai Patel-HUF           | 162700                 |
|                   |                         |                  |                   |                       |                                 | Nathabhai M.Patel             | 62000                  |
|                   |                         |                  |                   |                       |                                 | Prabhatbhai Patel-HUF         | 190000                 |
|                   |                         |                  |                   |                       |                                 | Piyushbhai Sankhala           | 70000                  |
|                   |                         |                  |                   |                       |                                 | Prafulkumar Patel             | 373000                 |
|                   |                         |                  |                   |                       |                                 | Pravinbhai Amichandbhai Patel | 911936                 |
|                   |                         |                  |                   |                       |                                 | Pravinbhai A. Patel-HUF       | 8000                   |
|                   |                         |                  |                   |                       |                                 | Pravinbhai N. Patel           | 567260                 |
|                   |                         |                  |                   |                       |                                 | Rameshbhai Patel              | 110000                 |
|                   |                         |                  |                   |                       |                                 | Ravibhai Patel                | 64500                  |
|                   |                         |                  |                   |                       |                                 | Shantaben Patel               | 34100                  |
|                   |                         |                  |                   |                       |                                 | Shivjibhai Patel              | 55000                  |
|                   |                         |                  |                   |                       |                                 | Sureshbhai H. Patel           | 59000                  |
|                   |                         |                  |                   |                       |                                 | Sureshbhai H. Patel-Huf       | 40200                  |
|                   |                         |                  |                   |                       |                                 | Sureshbhai R.Patel            | 32000                  |
|                   |                         |                  |                   |                       |                                 | Tulsiben Patel                | 34000                  |
|                   |                         |                  |                   |                       |                                 | Vasantbhai Raval              | 66000                  |
|                   |                         |                  |                   |                       |                                 | Vinodbhai Patel               | 25000                  |
|                   |                         |                  |                   |                       |                                 | Vimlaben Patel                | 34000                  |

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Benefits accrued to our Company | Allottees  | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|---------------------------------|------------|------------------------|
|                   |                         |                  |                   |                       |                                 | Yash Patel | 90000                  |

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-240 of the Companies Act, 2013.
5. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. We have not issued any shares at price below issue price within last one year from the date of this Red Herring Prospectus except as given below:

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Allottees                            | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|--------------------------------------|------------------------|
| August 12, 2017   | 55,00,000               | 10               | NA                | Bonus issue           | Aartiben Patel                       | 72713                  |
|                   |                         |                  |                   |                       | Amrutbhai H Patel                    | 110000                 |
|                   |                         |                  |                   |                       | Amrutbhai H Patel HUF                | 35800                  |
|                   |                         |                  |                   |                       | Anandkumar Patel                     | 47000                  |
|                   |                         |                  |                   |                       | Anjanaben Patel                      | 173510                 |
|                   |                         |                  |                   |                       | Ashokbhai Patel                      | 30000                  |
|                   |                         |                  |                   |                       | Bhavikbhai Patel                     | 68000                  |
|                   |                         |                  |                   |                       | Daxeshbhai Raval                     | 269000                 |
|                   |                         |                  |                   |                       | Devchandbhai Patel                   | 25000                  |
|                   |                         |                  |                   |                       | Dharaben Patel                       | 10000                  |
|                   |                         |                  |                   |                       | Dinaben Patel                        | 112330                 |
|                   |                         |                  |                   |                       | Dipakbhai Patel                      | 70000                  |
|                   |                         |                  |                   |                       | Girishbhai Patel                     | 10000                  |
|                   |                         |                  |                   |                       | Hansrajbhai Patel                    | 55000                  |
|                   |                         |                  |                   |                       | Hansrajbhai Patel-HUF                | 266400                 |
|                   |                         |                  |                   |                       | Haribhai Patel                       | 15000                  |
|                   |                         |                  |                   |                       | Jasavantbhai Amichandrabhai Patel    | 23021                  |
|                   |                         |                  |                   |                       | Jasvantbhai Amichandrabhai Patel-HUF | 20000                  |
|                   |                         |                  |                   |                       | Jayantibhai Girdharbhai Patel        | 62700                  |
|                   |                         |                  |                   |                       | Jayantibhai Pashabhai Patel          | 82000                  |
|                   |                         |                  |                   |                       | Kantaben P Patel                     | 10000                  |
|                   |                         |                  |                   |                       | Karanbhai Raval                      | 40000                  |
|                   |                         |                  |                   |                       | Khetabhai Vishrambhai Patel          | 50400                  |
|                   |                         |                  |                   |                       | Khetabhai Vishrambhai Patel-HUF      | 196300                 |
|                   |                         |                  |                   |                       | Laxmiben Patel                       | 10000                  |
|                   |                         |                  |                   |                       | Madhuben Raval                       | 10000                  |
|                   |                         |                  |                   |                       | Mahendrabhai                         | 451040                 |

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Allottees                         | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------|-----------------------------------|------------------------|
|                   |                         |                  |                   |                       | Nathabhai Patel                   |                        |
|                   |                         |                  |                   |                       | Mahendrabhai Nathabhai Patel HUF  | 34690                  |
|                   |                         |                  |                   |                       | Maniben Patel                     | 44400                  |
|                   |                         |                  |                   |                       | Manjulaben Patel                  | 107000                 |
|                   |                         |                  |                   |                       | Mavjibhai Patel-HUF               | 162700                 |
|                   |                         |                  |                   |                       | Nathabhai Madhabhai Patel         | 62000                  |
|                   |                         |                  |                   |                       | Prabhatbhai Patel-HUF             | 190000                 |
|                   |                         |                  |                   |                       | Piyushbhai Sankhala               | 70000                  |
|                   |                         |                  |                   |                       | Prafulkumar Patel                 | 373000                 |
|                   |                         |                  |                   |                       | Pravinbhai Amichandbhai Patel     | 911936                 |
|                   |                         |                  |                   |                       | Pravinbhai Amichandbhai Patel-HUF | 8000                   |
|                   |                         |                  |                   |                       | Pravinkumar Nathabhai Patel       | 567260                 |
|                   |                         |                  |                   |                       | Rameshbhai Patel                  | 110000                 |
|                   |                         |                  |                   |                       | Ravibhai Patel                    | 64500                  |
|                   |                         |                  |                   |                       | Shantaben Khetabhai Patel         | 34100                  |
|                   |                         |                  |                   |                       | Shivjibhai Patel                  | 55000                  |
|                   |                         |                  |                   |                       | Sureshbhai Hansrajbhai Patel      | 59000                  |
|                   |                         |                  |                   |                       | Sureshbhai Hansrajbhai Patel-Huf  | 40200                  |
|                   |                         |                  |                   |                       | Sureshbhai Ramanbhai Patel        | 32000                  |
|                   |                         |                  |                   |                       | Tulsiben Patel                    | 34000                  |
|                   |                         |                  |                   |                       | Vasantbhai Raval                  | 66000                  |
|                   |                         |                  |                   |                       | Vinodbhai Patel                   | 25000                  |
|                   |                         |                  |                   |                       | Vimlaben Patel                    | 34000                  |
|                   |                         |                  |                   |                       | Yash Patel                        | 90000                  |

7. As on the date of this Red Herring Prospectus, our Company does not have any preference share capital

## 8. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

As on the date of this Red Herring Prospectus, our Promoters Pravinbhai N. Patel, Sureshbhai Patel, Pravinbhai A. Patel, Daxesh Raval and Prafulkumar hold 39.64% Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

### 1. Pravinbhai N. Patel

| Date of Allotment and made fully paid up / Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions  | Pre-issue shareholding % | Post – issue shareholding % |
|---|----------------------|----------------------------|---|-------------------------|--------------------------|-----------------------------|
| October 22, 2007                                    | 10,000               | 10                         | 10  | Subscription to MOA     | 0.09                     | [•]                         |
| December 26, 2007                                   | 93,500               | 10                         | 10  | Further Allotment       | 0.85                     | [•]                         |
| March 03, 2008                                      | 1,19,250             | 10                         | 10  | Further Allotment       | 1.08                     | [•]                         |
| August 20, 2008                                     | 1,17,500             | 10                         | 10  | Further Allotment       | 1.07                     | [•]                         |
| November 27, 2008                                   | 7,060                | 10                         | 50  | Further Allotment       | 0.06                     | [•]                         |
| April 30, 2004                                      | 1,34,500             | 10                         | Nil   | Transfer by way of Gift | 1.22                     | [•]                         |
| December 30, 2016                                   | 26,950               | 10                         | 23.50                                       | Transfer                | 0.25                     | [•]                         |
| May 12, 2017  | 17,500               | 10                         | 20  | Transfer                | 0.16                     | [•]                         |
| July 17, 2017                                       | 41,000               | 10                         | Nil   | Transfer by way of Gift | 0.37                     | [•]                         |
| August 12, 2017                                     | 5,67,260             | 10                         | Nil   | Bonus Issue             | 5.16                     | [•]                         |
| <b>Total</b>  | <b>11,34,520</b>     | <b>10</b>                  |   |                         | <b>10.31</b>             | <b>[•]</b>                  |

\*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.

### 2. Sureshbhai Patel

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|------------------------|--------------------------|----------------------------|
| October 22, 2007                                   | 10,000               | 10                         | 10  | Subscription to MOA    | 0.09                     | [•]                        |
| 26-Dec-07  | 40,000               | 10                         | 10  | Further Allotment      | 0.36                     | [•]                        |

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|------------------------|--------------------------|----------------------------|
| 27-Nov-08  | 9,000                | 10                         | 50  | Further Allotment      | 0.08                     | [•]                        |
| August 12 2017                                     | 59,000               | 10                         | Nil   | Bonus Issue            | 0.54                     | [•]                        |
| <b>Total</b>                                       | <b>1,18,000</b>      | <b>10</b>                  |   |                        | <b>1.07</b>              |                            |

*\*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

### 3. Pravinbhai A. Patel

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions  | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|-------------------------|--------------------------|----------------------------|
| December 26, 2007                                  | 75,000               | 10                         | 10  | Further Allotment       | 0.68                     | [•]                        |
| March 03, 2008                                     | 25,000               | 10                         | 10  | Further Allotment       | 0.23                     | [•]                        |
| March 31, 2008                                     | 60,000               | 10                         | 10  | Further Allotment       | 0.55                     | [•]                        |
| August 20, 2008                                    | 51,500               | 10                         | 10  | Further Allotment       | 0.47                     | [•]                        |
| November 27, 2008                                  | 5,000                | 10                         | 50  | Further Allotment       | 0.05                     | [•]                        |
| December 26, 2010                                  | 29,600               | 10                         | 10  | Transfer                | 0.27                     | [•]                        |
| April 30, 2016                                     | 5,88,400             | 10                         | Nil   | Transfer by way of Gift | 5.35                     | [•]                        |
| December 30, 2016                                  | 4,000                | 10                         |   | Transfer                | 0.04                     | [•]                        |
| May 12, 2017                                       | 24,000               | 10                         | 20  | Transfer                | 0.22                     | [•]                        |
| July 17, 2017                                      | 16,500               | 10                         | Nil   | Transfer by way of      | 0.15                     | [•]                        |

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|------------------------|--------------------------|----------------------------|
|  |                      |                            |   | Gift                   |                          |                            |
| August 08, 2017                                    | 4,79,936             | 10                         | 23.50                                       | Transfer               | 4.36                     | [•]                        |
| August 11, 2017                                    | (4,47,000)           | 10                         | 23.50                                       | Transfer               | (4.06)                   | [•]                        |
| August 12, 2017                                    | 9,11,936             | 10                         | Nil   | Bonus Issue            | 8.29                     | [•]                        |
| <b>Total</b>                                       | <b>18,23,872</b>     | <b>10</b>                  |   |                        | <b>16.58</b>             | <b>[•]</b>                 |

*\*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

#### 4. Daxeshbhai Raval

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|------------------------|--------------------------|----------------------------|
| December 26, 2007                                  | 1,00,000             | 10                         | 10  | Further Allotment      | 0.91                     | [•]                        |
| March 3, 2008                                      | 80,000               | 10                         | 10  | Further Allotment      | 0.73                     | [•]                        |
| August 20, 2008                                    | 80,000               | 10                         | 10  | Further Allotment      | 0.73                     | [•]                        |
| November 27, 2008                                  | 1,000                | 10                         | 50  | Further Allotment      | Negligible               | [•]                        |
| May 12, 2017                                       | 8,000                | 10                         | 20  | Transfer               | 0.07                     | [•]                        |
| August 12, 2017                                    | 2,69,000             | 10                         | Nil   | Bonus Issue            | 2.45                     | [•]                        |
| <b>Total</b>                                       | <b>5,38,000</b>      | <b>10</b>                  |   |                        | <b>4.89</b>              | <b>[•]</b>                 |



*\*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

**5. Prafulkumar Patel**

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions  | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|-------------------------|--------------------------|----------------------------|
| October 22, 2007                                   | 10,000               | 10                         | 10  | Subscription to MOA     | 0.09                     | [•]                        |
| December 26, 2007                                  | 1,20,000             | 10                         | 10  | Further Allotment       | 1.09                     | [•]                        |
| March 3, 2008                                      | 50,000               | 10                         | 10  | Further Allotment       | 0.45                     | [•]                        |
| August 20, 2008                                    | 1,75,000             | 10                         | 10  | Further Allotment       | 1.59                     | [•]                        |
| December 30, 2016                                  | 8,000                | 10                         | 23.50                                       | Transfer                | 0.07                     | [•]                        |
| July 17, 2017                                      | 10,000               | 10                         | Nil   | Transfer by way of Gift | 0.09                     | [•]                        |
| August 12, 2017                                    | 3,73,000             | 10                         | Nil   | Bonus Issue             | 3.39                     | [•]                        |
| <b>Total</b>                                       | <b>7,46,000</b>      | <b>10</b>                  |   |                         | <b>6.78</b>              | <b>[•]</b>                 |

*\*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.*

**(i) Details of Promoters' Contribution locked in for three years:**

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

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting [●]% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

| Promoters    | No. of Equity Shares Locked in | Face Value (in `) | Issue/ Acquisition Price | Date of Allotment /Acquisition and when made fully paid-up | Nature of Allotment / Transfer | Consideration (Cash/other than cash) | Percentage of post-Issue paid-up capital | Source of Promoters' Contribution |
|--------------|--------------------------------|-------------------|--------------------------|--|--------------------------------|--------------------------------------|--|-----------------------------------|
| [●]          | [●]                            | [●]               | [●]                      | [●]  | [●]                            | [●]                                  | [●]                                      | [●]                               |
| [●]          | [●]                            | [●]               | [●]                      | [●]  | [●]                            | [●]                                  | [●]                                      | [●]                               |
| <b>TOTAL</b> | [●]                            |                   |                          |  |                                |                                      | [●]                                      |                                   |

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

- The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price;
- Our Company has not been formed by the conversion of a partnership firm into a Company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm;
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized; and
- The Equity Shares offered for Promoters' contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoters' contribution subject to lock-in.

**(ii) Details of Equity Shares locked-in for one year**

Other than the above Equity Shares that are locked in for three years, the entire pre-Issue Equity Share capital of our Company shall be locked-in for a period of one year from the date of allotment in the Public Issue.

**(iii) Other requirements in respect of lock-in**

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

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

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI (ICDR) Regulations has ended, subject to compliance with the Takeover Code, as applicable

We further confirm that our Promoter's Contribution of [•] % of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

## 9. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company:-

### i. Summary of Shareholding Pattern as on date of this Red Herring Prospectus:

| Category | Category of Shareholder     | No. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br>As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* |                         | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)<br>As a % of (A+B+C2) | Number of Locked in shares* |                                 | Number of Shares pledged or otherwise encumbered |                                 | Number of equity shares held in dematerialized form |
|----------|-----------------------------|---------------------|---|--|--|------------------------|---|---|-------------------------|--|--|-----------------------------|---------------------------------|--|---------------------------------|---|
|          |                             |                     |   |  |  |                        |   | No of Voting Rights                                       | Total as a % of (A+B+C) |  |  | No. (a)                     | As a % of total Shares held (b) | No. (a)  | As a % of total Shares held (b) |   |
| I        | II                          | III                 | IV                                      | V  | VI   | VII = IV + V + VI      | VIII  | IX  |                         | X  | XI = VII + X   | XII                         |                                 | XIII   |                                 | XIV   |
| A        | Promoter and Promoter Group | 27                  | 77,95,920                               | -  | -  | 77,95,920              | 70.87   | 77,95,920   | 70.87                   | -  | 70.87  | -                           | -                               | -  | -                               | 77,95,920   |
| B        | Public                      | 23                  | 32,04,080                               | -  | -  | 32,04,080              | 29.13   | 32,04,080   | 29.13                   | -  | 29.13  | -                           | -                               | -  | -                               | 32,04,080   |

| Category | Category of Shareholder  | No. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br>As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* |                         | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital)<br>As a % of (A+B+C2) | Number of Locked in shares*<br>* |                                 | Number of Shares pledged or otherwise encumbered |                                 | Number of equity shares held in dematerialized form |
|----------|--------------------------|---------------------|---|--|--|------------------------|---|---|-------------------------|--|---|----------------------------------|---------------------------------|--|---------------------------------|---|
|          |                          |                     |   |  |  |                        |   | No of Voting Rights                                       | Total as a % of (A+B+C) |  |   | No. (a)                          | As a % of total Shares held (b) | No. (a)  | As a % of total Shares held (b) |   |
| I        | II                       | III                 | IV                                      | V  | VI   | VII = IV + V+ VI       | VIII  | IX  |                         | X  | XI = VII + X  | XII                              |                                 | XIII   |                                 | XIV   |
|          |                          |                     |   |  |  |                        |   |   |                         |  |   |                                  |                                 |  |                                 |   |
| C        | Non Promoter- Non Public | -                   | -                                       | -  | -  | -                      | -   |   | -                       | -  | -   | -                                | -                               | -  | -                               | -   |
| 1        | Shares underlying DRs    | -                   | -                                       | -  | -  | -                      | -   | -   | -                       | -  | -   | -                                | -                               | -  | -                               | -   |
| 2        | Shares held by Emplo     | -                   | -                                       | -  | -  | -                      | -   | -   | -                       | -  | -   | -                                | -                               | -  | -                               | -   |

| Category | Category of Shareholder | No. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br><br>As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* |                         | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital)<br><br>As a % of (A+B+C2) | Number of Locked in shares* |                                 | Number of Shares pledged or otherwise encumbered |                                 | Number of equity shares held in dematerialized form |
|----------|-------------------------|---------------------|---|--|--|------------------------|---|---|-------------------------|--|---|-----------------------------|---------------------------------|--|---------------------------------|---|
|          |                         |                     |   |  |  |                        |   | No of Voting Rights                                       | Total as a % of (A+B+C) |  |   | No. (a)                     | As a % of total Shares held (b) | No. (a)  | As a % of total Shares held (b) |   |
| I        | II                      | III                 | IV                                      | V  | VI   | VII = IV + V+ VI       | VIII  | IX  |                         | X  | XI = VII + X  | XII                         |                                 | XIII   |                                 | XIV   |
|          | Trusts                  |                     |   |  |  |                        |   |   |                         |  |   |                             |                                 |  |                                 |   |
|          | <b>Total</b>            | 50                  | 1,10,00,000                             | -  | -  | 1,10,00,000            | 100.00  | 1,10,00,000   | 100.00                  | -  | 1,10,00,000   | -                           | -                               | -  | -                               | <b>1,10,00,000</b>                                  |

\*As on the date of this Red Herring Prospectus I Equity Shares holds 1 vote.

\*\*All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to Listing of Shares on NSE Emerge.

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

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares. In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoter / members of the

Promoter Group shall be dematerialised prior to listing of Equity shares. Further our Company shall also ensure that Equity Shares held by existing public shareholders shall be dematerialised prior to listing of Equity shares.

**10. Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”:**

| Sr. No. | Name of the Shareholder   | Pre – Issue          |                        | Post – Issue         |                         |
|---------|---------------------------|----------------------|------------------------|----------------------|-------------------------|
|         |                           | No. of Equity Shares | % of Pre-Issue Capital | No. of Equity Shares | % of Post-Issue Capital |
| (I)     | (II)                      | (III)                | (IV)                   | (V)                  | (VI)                    |
|         | <b>Promoter</b>           |                      |                        |                      |                         |
| 1.      | Pravinbhai N. Patel       | 11,34,520            | 10.31                  | [●]                  | [●]                     |
| 2.      | Sureshbhai Patel          | 1,18,000             | 1.07                   | [●]                  | [●]                     |
| 3.      | Pravinbhai A. Patel       | 18,23,872            | 16.58                  | [●]                  | [●]                     |
| 4.      | Daxesh Raval              | 5,38,000             | 4.89                   | [●]                  | [●]                     |
| 5.      | Prafulkumar Patel         | 7,46,000             | 6.78                   | [●]                  | [●]                     |
|         | <b>Sub Total (A)</b>      | <b>43,60,392</b>     | <b>39.64</b>           | <b>[●]</b>           | <b>[●]</b>              |
|         | <b>Promoter Group</b>     |                      |                        |                      |                         |
| 6       | Aartiben Patel            | 145426               | 1.32                   | [●]                  | [●]                     |
| 7       | Amrutbhai H Patel         | 220000               | 2.00                   | [●]                  | [●]                     |
| 8       | Amrutbhai H Patel HUF     | 71600                | 0.65                   | [●]                  | [●]                     |
| 9       | Devchandbhai Patel        | 50000                | 0.45                   | [●]                  | [●]                     |
| 10      | Hansrajbhai Patel         | 110000               | 1.00                   | [●]                  | [●]                     |
| 11      | Hansrajbhai V Patel-Huf   | 532800               | 4.84                   | [●]                  | [●]                     |
| 12      | Jasvantbhai A. Patel      | 46042                | 0.42                   | [●]                  | [●]                     |
| 13      | Jasvanthai A. Patel (Huf) | 40000                | 0.36                   | [●]                  | [●]                     |
| 14      | Jayantibhai P. Patel      | 164000               | 1.49                   | [●]                  | [●]                     |
| 15      | Kantaben P patel          | 20000                | 0.18                   | [●]                  | [●]                     |
| 16      | Karanbhai D Raval         | 80000                | 0.73                   | [●]                  | [●]                     |
| 17      | Madhuben Raval            | 20000                | 0.18                   | [●]                  | [●]                     |
| 18      | Mahendrabhai N Patel HUF  | 69380                | 0.63                   | [●]                  | [●]                     |
| 19      | Mahendrabhai N.Patel      | 902080               | 8.20                   | [●]                  | [●]                     |
| 20      | Maniben Patel             | 88800                | 0.81                   | [●]                  | [●]                     |
| 21      | Manjulaben Patel          | 214000               | 1.95                   | [●]                  | [●]                     |
| 22      | Pravinbhai A. Patel (Huf) | 16000                | 0.15                   | [●]                  | [●]                     |
| 23      | Ravibhai M. Patel         | 129000               | 1.17                   | [●]                  | [●]                     |
| 24      | Sureshbhai H. Patel Huf   | 80400                | 0.73                   | [●]                  | [●]                     |
| 25      | Vasantbhai Raval          | 132000               | 1.20                   | [●]                  | [●]                     |
| 26      | Yash Patel                | 180000               | 1.64                   | [●]                  | [●]                     |
| 27      | Nathabhai M. Patel        | 1,24,000             | 1.13                   | [●]                  | [●]                     |
|         | <b>Sub total (B)</b>      | <b>34,35,528</b>     | <b>31.23</b>           | <b>[●]</b>           | <b>[●]</b>              |
|         | <b>Total (A+B)</b>        | <b>77,95,920</b>     | <b>70.87</b>           | <b>[●]</b>           | <b>[●]</b>              |

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

| Name of the Promoter | No. of Shares held | Average cost of Acquisition (in Rs.) |
|----------------------|--------------------|--------------------------------------|
| Pravinbhai N. Patel  | 11,34,520          | 4.18                                 |
| Sureshbhai Patel     | 1,18,000           | 8.05                                 |
| Pravinbhai A. Patel  | 18,23,872          | 2.20                                 |
| Daxesh Raval         | 5,38,000           | 5.22                                 |
| Prafulkumar Patel    | 7,46,000           | 5.01                                 |



12. Except as mentioned below no person belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares

| Sr. No. | Name of Shareholders  | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|-----------------------|-------------------------|----------------------------|
| 1.      | Khetabhai Patel-Huf   | 392600                  | 3.57                       |
| 2.      | Prabhatbhai Patel Huf | 380000                  | 3.45                       |
| 3.      | Anjanaben Patel       | 347020                  | 3.15                       |
| 4.      | Mavjibhai Patel-Huf   | 325400                  | 2.96                       |
| 5.      | Dinaben Patel         | 224660                  | 2.04                       |
| 6.      | Rameshbhai Patel      | 220000                  | 2.00                       |
| 7.      | Deepak Patel          | 140000                  | 1.27                       |
| 8.      | Piyushbhai Sankhala   | 140000                  | 1.27                       |
| 9.      | Bhavikbhai Patel      | 136000                  | 1.24                       |
| 10.     | Jayantibhai G. Patel  | 125400                  | 1.14                       |
| 11.     | Shivjibhai Patel      | 110000                  | 1.00                       |
|         | <b>Total</b>          | <b>2541080</b>          | <b>23.09</b>               |

13. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Red Herring Prospectus are set forth below:

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

| Sr. No. | Name of Shareholders  | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|-----------------------|-------------------------|----------------------------|
| 1.      | Pravinbhai Patel      | 18,23,872               | 16.58                      |
| 2.      | Pravinbhai N. Patel   | 11,34,520               | 10.31                      |
| 3.      | Mahendrabhai Patel    | 9,02,080                | 8.20                       |
| 4.      | Prafulkumar Patel     | 7,46,000                | 6.78                       |
| 5.      | Daxesh Raval          | 5,38,000                | 4.89                       |
| 6.      | Hansrajbhai Patel-Huf | 5,32,800                | 4.84                       |
| 7.      | Khetabhai Patel-Huf   | 3,92,600                | 3.57                       |
| 8.      | Prabhatbhai Patel Huf | 3,80,000                | 3.45                       |
| 9.      | Anjanaben Patel       | 3,47,020                | 3.15                       |
| 10.     | Mavjibhai Patel-Huf   | 3,25,400                | 2.96                       |
|         | <b>Total</b>          | <b>71,22,292</b>        | <b>64.73</b>               |

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

| Sr. No. | Name of Shareholders  | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|-----------------------|-------------------------|----------------------------|
| 1.      | Pravinbhai A Patel    | 879000                  | 15.98                      |
| 2.      | Pravinbhai N Patel    | 567260                  | 10.31                      |
| 3.      | Prafulkumar Patel     | 373000                  | 6.78                       |
| 4.      | Bharatbhai Patel      | 333900                  | 6.07                       |
| 5.      | Mahendrabhai Patel    | 309760                  | 5.63                       |
| 6.      | Daxesh Raval          | 269000                  | 4.89                       |
| 7.      | Hansrajbhai Patel-Huf | 266400                  | 4.84                       |
| 8.      | Khetabhai Patel-Huf   | 196300                  | 3.57                       |
| 9.      | Prabhatbhai Patel Huf | 190000                  | 3.45                       |
| 10.     | Mavjibhai Patel-Huf   | 142700                  | 2.59                       |

|  |              |                  |              |
|--|--------------|------------------|--------------|
|  | <b>Total</b> | <b>35,27,320</b> | <b>64.13</b> |
|--|--------------|------------------|--------------|

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

| Sr. No. | Name of Shareholders | Number of Equity Shares | % of the then existing Total Paid-Up Capital |
|---------|----------------------|-------------------------|--|
| 1.      | Prafulkumar Patel    | 3,55,000                | 6.45   |
| 2.      | Bharatbhai Patel     | 3,48,600                | 6.34   |
| 3.      | Pravinbhai N. Patel  | 3,47,310                | 6.31   |
| 4.      | Jasvantbhai Patel    | 2,72,800                | 4.96   |
| 5.      | Amichandbhai Patel   | 2,61,500                | 4.75   |
| 6.      | Daxeshbhai Raval     | 2,61,000                | 4.75   |
| 7.      | Pravinbhai A. Patel  | 2,46,100                | 4.47   |
| 8.      | Shaileshbhai Patel   | 1,55,000                | 2.82   |
| 9.      | Kamleshbhai Patel    | 1,49,600                | 2.72   |
| 10.     | Mahendrabhai Patel   | 1,34,500                | 2.45   |
|         | <b>Total</b>         | <b>25,31,410</b>        | <b>46.03</b>                                 |

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2016.
15. Neither the Book Running Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Emerge Platform of NSE Ltd.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there are no other class of securities issued by our Company.
21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
22. Except as set out below, none of the members of the Promoter Group, the Promoter, our Directors and their immediate relatives have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Red Herring Prospectus with the Stock Exchange.

| Date of Allotment | Name of the Allottee/Transferor/Transferee | No. of Shares Allotted / Transferred | Face Value | Issue Price | Nature of Allotment |
|-------------------|--|--------------------------------------|------------|-------------|---------------------|
| May 12,           | Ravibhai Patel                             | 64,500                               | 10         | 20          | Transfer            |

| Date of Allotment | Name of the Allottee/Transferor/Transferee | No. of Shares Allotted / Transferred | Face Value | Issue Price | Nature of Allotment |
|-------------------|--|--------------------------------------|------------|-------------|---------------------|
| 2017              | Pravinbhai N.Patel                         | 17500                                | 10         | 20          |                     |
|                   | Daxesh Raval                               | 8,000                                | 10         | 20          |                     |
|                   | Pravinbhai A Patel                         | 24000                                | 10         | 20          |                     |
| June 05, 2017     | Maniben Patel                              | 10400                                | 10         | 23.50       | Transfer            |
| July 17, 2017     | Jasvantbhai Patel                          | 6,000                                | 10         | 23.50       | Transfer            |
|                   | Karanbhai Raval                            | 30,000                               | 10         | Nil         |                     |
| July 17, 2017     | Jiviben Patel                              | (41,000)                             | 10         | Nil         | Gift                |
|                   | Lakhuben Patel                             | (16,500)                             | 10         | Nil         |                     |
|                   | Hansrajbhai Patel                          | 10,000                               | 10         | Nil         |                     |
|                   | Bhagwatiben Patel                          | (10,000)                             | 10         | Nil         |                     |
|                   | Paliben Patel                              | (10,000)                             | 10         | Nil         |                     |
|                   | Prafulkumar Patel                          | 10,000                               | 10         | Nil         |                     |
|                   | Pravinbhai N Patel                         | 41,000                               | 10         | Nil         |                     |
|                   | Pravinbhai A Patel                         | 16,500                               | 10         | Nil         |                     |
| August 08, 2017   | Jasvantbhai A. Patel                       | 17,021                               | 10         | 23.50       | Transfer            |
|                   | Aartiben Patel                             | 46,543                               | 10         | 23.50       |                     |
|                   | Pravinbhai A. Patel                        | 4,79,936                             | 10         | 23.50       |                     |
| August 11, 2017   | Mahendrabhai N. Patel                      | 1,41,280                             | 10         | 23.50       | Transfer            |
|                   | Amrutbhai H Patel HUF                      | 15,800                               | 10         | 23.50       |                     |
|                   | Maniben Patel                              | 34,000                               | 10         | 23.50       |                     |
|                   | Sureshbhai H. Patel HUF                    | 40,200                               | 10         | 23.50       |                     |
|                   | Pravinbhai .A Patel                        | (4,47,000)                           | 10         | 23.50       |                     |
| August 12, 2017   | Jasvantbhai A Patel                        | 46042                                | 10         |             | Bonus Issue         |
|                   | Mahendrabhai Patel                         | 902080                               | 10         | Nil         |                     |
|                   | Manjulaben Patel                           | 214000                               | 10         | Nil         |                     |
|                   | Hansrajbhai Patel-Huf                      | 532800                               | 10         | Nil         |                     |
|                   | Jayantibhai P Patel                        | 164000                               | 10         | Nil         |                     |
|                   | Vasantbhai Raval                           | 132000                               | 10         | Nil         |                     |
|                   | Amrutbhai H Patel                          | 220000                               | 10         | Nil         |                     |
|                   | Sureshbhai H Patel                         | 118000                               | 10         | Nil         |                     |
|                   | Aartiben Patel                             | 145426                               | 10         | Nil         |                     |
|                   | Nathabhai M.Patel                          | 1,24,000                             | 10         | Nil         |                     |
|                   | Jasvanthai A Patel (Huf)                   | 40000                                | 10         | Nil         |                     |
|                   | Devchandbhai Patel                         | 50000                                | 10         | Nil         |                     |
|                   | Madhuben Raval                             | 20000                                | 10         | Nil         |                     |
|                   | Pravinbhai A Patel (Huf)                   | 16000                                | 10         | Nil         |                     |
|                   | Yash Patel                                 | 180000                               | 10         | Nil         |                     |
|                   | Ravibhai Patel                             | 129000                               | 10         | Nil         |                     |
|                   | Hansrajbhai Patel                          | 110000                               | 10         | Nil         |                     |
|                   | Karanbhai Raval                            | 80000                                | 10         | Nil         |                     |
|                   | Mahendrabhai N Patel HUF                   | 69380                                | 10         | Nil         |                     |
|                   | Amrutbhai H Patel HUF                      | 71600                                | 10         | Nil         |                     |
|                   | Maniben Patel                              | 88800                                | 10         | Nil         |                     |
|                   | Kantaben Patel                             | 20000                                | 10         | Nil         |                     |
|                   | Sureshbhai H. Patel Huf                    | 80400                                | 10         | Nil         |                     |
|                   | Prafulkumar Patel                          | 746000                               | 10         | Nil         |                     |
|                   | Pravinbhai N. Patel                        | 1134520                              | 10         | Nil         |                     |

| Date of Allotment | Name of the Allottee/Transferor/Transferee | No. of Shares Allotted / Transferred | Face Value | Issue Price | Nature of Allotment |
|-------------------|--|--------------------------------------|------------|-------------|---------------------|
|                   | Daxesh Raval                               | 538000                               | 10         | Nil         |                     |
|                   | Pravinbhai A.Patel                         | 1823872                              | 10         | Nil         |                     |

23. Our Company, our Promoters, our Directors and the Book Running Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
24. There are no safety net arrangements for this public issue.
25. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
26. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
27. As on date of this Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
28. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loans against the proceeds of the Issue.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has 50 shareholders as on the date of filing of this Red Herring Prospectus.
36. Our Promoters and the members of our Promoter Group will not participate in this Public Issue.
37. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
38. For the details of transactions by our Company with our Promoter Group, Group Companies during financial years ended March 31 2017, 2016, 2015, 2014 and 2013 please refer to paragraph titled “Details of Related Parties Transactions as Restated” in the chapter titled “*Financial Statements as restated*” on page 164 of the Red Herring Prospectus.

39. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this chapter and also in the chapter titled “Our Management” beginning on page 140 of the Red Herring Prospectus.

## OBJECT OF THE ISSUE

### Requirement of Funds:

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be [●] lakhs (the “Net Proceeds”).

We intend to utilize the net proceeds from Issue towards the following objects:

1. Funding the working capital requirements of the Company
2. General Corporate Purpose

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

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

### ISSUE PROCEEDS

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

| Particulars                   | Amount (Rs. in lakhs)* <sup>(1)</sup> |
|-------------------------------|---------------------------------------|
| Gross Proceeds from the Issue | [●]                                   |
| (Less) Issue related expenses | [●]                                   |
| <b>Net Proceeds</b>           | [●]                                   |

*(1) To be finalised on determination of Issue Price*

*\*As on the date of Red Herring Prospectus, our Company has incurred Rs. [●] lakhs towards Issue expenses.*

### UTILIZATION OF NET PROCEEDS

The net proceeds are proposed to be used in manner as set out below:

| Sr. No. | Particulars                               | Amount to be financed from Net Proceeds of the Issue (Rs. in lakhs) | Percentage of Gross Proceeds | Percentage of Net Proceeds |
|---------|---|---|------------------------------|----------------------------|
| 1.      | Working Capital Requirements              | 1265.00   | [●]                          | [●]                        |
| 2.      | General Corporate Purposes <sup>(1)</sup> | [●]   | [●]                          | [●]                        |

### SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

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

*(In lakhs)*

| Sr. No | Particulars                              | Amount to be funded from the Net Proceeds | Estimated Utilization of Net Proceeds (Financial Year 2018) |
|--------|--|---|---|
| 1.     | Working Capital Requirements             | 1265.00                                   | 1265.00   |
| 2.     | General Corporate Purpose <sup>(1)</sup> | [●]                                       | [●]   |

<sup>(1)</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

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

## MEANS OF FINANCE

(Amount Rs. in Lakhs)

| Particulars                  | Total Requirement | Amount already Deployed | Amount proposed to be financed from IPO Proceeds | Funds Credit sanctioned by bank from facility by | Internal Accruals/Unsecured loan |
|------------------------------|-------------------|-------------------------|--|--|----------------------------------|
| Working Capital requirements | 4826.78           | -                       | 1265.00  | 1700.00  | 1861.78                          |
| General Corporate Purpose    | [●]               | -                       | [●]  | -  | -                                |

**Our Company shall determine the fund requirement on finalization of Issue Price and thus inter-se allocation of funds shall vary and will be updated in the Prospectus**

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

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

### Details of Objects

#### 1. Working Capital

We finance our working capital requirements from bank funding, internal accruals and unsecured loans. As on date our Company's fund based working capital sanction facilities consisted of an aggregate based limit of Rs. 1700.00 lakhs. For further information, see "*Financial Indebtedness*" on page 207 of this Red Herring Prospectus.

As on March 31, 2016 and March 31, 2017 our Company's net working capital consisted of Rs. 2,593.92 lakhs and Rs.3029.61 lakhs based on the restated financial statements.

The total net working capital requirement for the year 2018 is estimated to be Rs. 4826.78 lakhs, which will be met through the Net Proceeds to the extent of Rs. 1265.00 lakhs, bank funding to the extent of Rs. 1700.00 lakhs and the balance portion will be met through internal accruals/ unsecured loan.

## Basis of estimation of working capital requirement

The details of our Company's working capital requirement are based on the restated financial statements as at March 31, 2016 and March 31, 2017 are as set out in the table below:

*Amount (Rs. In Lakhs)*

| Particulars  | As on March 31  |                 |
|--|-----------------|-----------------|
|  | 2016            | 2017            |
| <b>Current Assets</b>                                  |                 |                 |
| Trade Receivables                                      | 3,046.95        | 3660.48         |
| Inventories  |                 |                 |
| • Raw Material   | 1,038.93        | 1116.03         |
| • Stock in Progress                                    | 68.54           | 1.24            |
| • Finished Goods                                       | 764.17          | 978.37          |
| Other Current Assets and Short-term loans and advances | 105.84          | 124.94          |
| Cash and cash equivalents                              | 70.99           | 59.00           |
| <b>Total (A)</b>                                       | <b>5,095.42</b> | <b>5940.06</b>  |
| <b>Current Liabilities</b>                             |                 |                 |
| Trade Payables for goods                               | 2,104.99        | 2187.52         |
| Trade Payables for others                              | 108.01          | 127.33          |
| Other Current Liabilities and Short Term Provisions    | 288.50          | 595.60          |
| <b>Total (B)</b>                                       | <b>2501.50</b>  | <b>2910.45</b>  |
| <b>Net Working Capital (A)-(B)</b>                     | <b>2,593.92</b> | <b>3,029.61</b> |

The details of our Company's expected working capital requirement as at March 31, 2018 is set out in the table below:

*Amount (Rs. In Lakhs)*

| Particulars   | 2017-18<br>(Estimated) |
|---|------------------------|
| <b>Current Assets</b>                               |                        |
| Trade Receivables                                   | 3187.50                |
| Inventories   |                        |
| • Raw material                                      | 1526.95                |
| • Stock in progress                                 | 44.87                  |
| • Consumable stores                                 | 58.49                  |
| • Finished Goods                                    | 1157.66                |
| Other Current Assets and short term                 | 236.55                 |
| Cash and cash equivalents                           | 130.17                 |
| <b>Total (A)</b>                                    | <b>6342.19</b>         |
| <b>Current Liabilities</b>                          |                        |
| Trade Payables for goods                            | 1361.00                |
| Other Current Liabilities and Short Term Provisions | 154.41                 |
| <b>Total (B)</b>                                    | <b>1515.41</b>         |
| <b>Net Working Capital (A)-(B)</b>                  | <b>4826.78</b>         |
| <b>Proposed funding pattern</b>                     |                        |
| Issue Proceeds                                      | 1265.00                |
| Bank Proceeds                                       | 1700.00                |
| Internal Accruals/unsecured loan                    | 1861.78                |



| Particulars         | 2017-18<br>(Estimated) |
|---------------------|------------------------|
| <b>Total Source</b> | <b>4826.78</b>         |

#### Assumption for working capital requirements

Assumptions for Holding Levels\*

(In months)

| Particulars                | Holding Level<br>as of March 31,<br>2016 | Holding Level as of<br>March 31, 2017 | Holding Level as of<br>March 31, 2018<br>(Estimated) |
|----------------------------|--|---------------------------------------|--|
| <b>Current Assets</b>      |  |                                       |  |
| Trade Receivables          | 5.73                                     | 6.20                                  | 4.50   |
| Inventories                |  |                                       |  |
| • Consumable spares        | -  | -                                     | 3.00   |
| • Raw material             | 2.67                                     | 2.84                                  | 3.25   |
| • Stock in progress        | 0.14                                     | 0.00                                  | 0.10   |
| • Finished Goods           | 1.46                                     | 1.73                                  | 1.75   |
| <b>Current Liabilities</b> |  |                                       |  |
| Trade Payables             | 5.37                                     | 5.38                                  | 2.60   |

Our Company proposes to utilize Rs. 1265.00 lakhs of Net Proceeds towards working capital requirements for meeting our business requirements.

The working capital requirements are based on historical Company data and estimation of the future requirements in Financial Year 2017-18 considering the growth in activities of our Company. Our Company has assumed Trade receivables and Trade payables as 4.50 months and 2.60 months respectively for the Financial Year 2017-18.

#### Justification for “Holding Period” levels

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

| Assets - Current Assets           | Justification  |
|-----------------------------------|--|
| <b>Trade receivables</b>          | We are planning for stringent debtors’ policy to reduce our debtors cycle.   |
| <b>Inventories</b>                | In FY 2017-18 we have assumed raw material inventory of around 3.25 months as we plan to increase our raw material inventory as compared to 2.84 in FY 2016-17. Further we have assumed work in progress and finished goods inventory of 0.10 months and 1.75 months respectively in FY 2017-18 as we tend to have a better inventory management policy and also finished goods inventory is in line with previous year. We have assumed 3.00 months consumable spares as compared to last FY 2016-17. |
| Liabilities - Current Liabilities |  |
| <b>Trade Payables</b>             | In FY 2017-18, the credit period is expected to be 2.60 months as compared to 5.38 months in FY 2016-17, as the Company will strive to adhere to stricter credit policy to achieve better and favourable pricing terms and to ensure continued relation with the existing suppliers. We are planning to pay Creditors within the terms allowed by them and enjoy cash discount. We intend to purchase raw  |

|  |   |
|--|---|
|  | materials and stock in trade on strict payment terms to avail further discounts |
|--|---|

Pursuant to the certificate dated August 10, 2017, M/s Piyush J. Shah & Co., Chartered Accountants, have compiled the working capital estimates from the Restated Financial Statements and the working capital projections as approved by the Board by the resolution dated June 28, 2017.

## **2. General Corporate Purpose**

Our Company proposes to deploy the balance Net Proceeds aggregating Rs [•] lakhs towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilizing any surplus amounts

## **ISSUE RELATED EXPENSES**

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

| Expenses  | Expenses (Rs. in Lakhs)* | Expenses (% of total Issue expenses) | Expenses (% of Gross Issue Proceeds) |
|---|--------------------------|--------------------------------------|--------------------------------------|
| Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc. | [•]                      | [•]                                  | [•]                                  |
| Regulatory fees   | [•]                      | [•]                                  | [•]                                  |
| Marketing and Other Expenses  | [•]                      | [•]                                  | [•]                                  |
| <b>Total estimated Issue expenses</b>   | [•]                      | [•]                                  | [•]                                  |

*\*As on date of the Red Herring Prospectus, our Company has incurred Rs. [•] Lakhs towards Issue Expenses out of internal accruals.*

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

*Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.01% on the Allotment Amount# or Rs 100/- whichever is less on the Applications wherein shares are allotted.*

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

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

## **BRIDGE FINANCING**

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

## **APPRAISAL BY APPRAISING AGENCY**

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

## **INTERIM USE OF FUNDS**

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

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

## **MONITORING UTILIZATION OF FUNDS**

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

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Red Herring Prospectus.

## **VARIATION IN OBJECTS**

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

## **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

## BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of 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. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [•] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “Our Business”, “Risk Factors” and “Financial Statements” on pages 115, 20, and 164 respectively, to have an informed view before making an investment decision

### QUALITATIVE FACTORS

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

- Our manufacturing facility
- Distribution & Marketing Network
- Experienced promoters and management team

For further details, refer to heading “Our Competitive Strengths” under chapter titled “Our Business” beginning on page 115 of this Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2017, 2016, 2015 prepared in accordance with Indian GAAP. 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 per Accounting Standard 20 as adjusted for changes in capital

| Year Ended              | Basic & Diluted EPS (Rs.) | Weight |
|-------------------------|---------------------------|--------|
| March 31, 2015          | 1.46                      | 1      |
| March 31, 2016          | 1.52                      | 2      |
| March 31, 2017          | 1.72                      | 3      |
| <b>Weighted Average</b> | <b>1.61</b>               |        |

#### Note:

The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS20. The face value of each Equity Share is Rs. 10/-. EPS for March 2017 has been calculated after taking in consideration the Weighted Average No. of Equity Shares including bonus shares allotted on August 12, 2017 on proportionate basis.

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

| Particulars   | P/E at the lower end of Price band (no. of times) | P/E at the higher end of Price band (no. of times) |
|---|---|--|
| P/E ratio based on Basic & Diluted EPS for FY 2016-17   | [•]   |  |
| P/E ratio based on Weighted Average Basic & Diluted EPS | [•]   |  |
| <b>Industry</b>   |   |  |
| <b>Highest</b>  |   | 46.49  |

| Particulars    | P/E at the lower end of Price band (no. of times) | P/E at the higher end of Price band (no. of times) |
|----------------|---|--|
| <b>Lowest</b>  |   | 10.37  |
| <b>Average</b> |   | 19.61  |

\*Industry Composite comprises of Rushil Decor Ltd., Deco Mica Ltd., Ambition Mica Ltd.

### 3. Return on Net worth (RoNW)

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

| Year Ended              | RoNW (%)      | Weight |
|-------------------------|---------------|--------|
| March 31, 2015          | 11.79%        | 1      |
| March 31, 2016          | 10.96%        | 2      |
| March 31, 2017          | 11.02%        | 3      |
| <b>Weighted average</b> | <b>11.13%</b> |        |

\* Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year.

### 4. Minimum Return on Total Net Worth post Issue needed to maintain Pre -Issue EPS for the year ended March 31, 2017

#### To maintain pre-issue basic & diluted EPS

- At the floor price – [•]%
- At the cap price – [•]%

### 5. Net Asset Value (NAV)

| NAV per Equity Share                                  | Restated Financial Statements |
|---|-------------------------------|
| Net Asset Value per Equity Share as of March 31, 2017 | 15.59                         |
| Net Asset Value per Equity Share after the Issue      | [•]                           |
| Issue Price per equity share                          | [•]                           |

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year.

#Net Asset Value per Equity Share as on date has been calculated as net worth divided by number of equity shares as on date post Bonus Issue to Shareholders at face value of Rs. 10.

### 6. Comparison with other listed companies

|                      |        |       |          |        |                 |            | Rs in Lakhs             |
|----------------------|--------|-------|----------|--------|-----------------|------------|-------------------------|
| Companies            | CMP    | EPS   | PE Ratio | RONW % | NAV (Per Share) | Face Value | Total Income (In Lakhs) |
| Airo Lam Limited     | [•]*   | 1.72  | [•]      | 11.02% | 15.59           | 10         | 7146.57                 |
| <b>Peer Groups**</b> |        |       |          |        |                 |            |                         |
| Rushil decor Ltd.    | 760.55 | 17.04 | 44.63    | 23.37% | 72.90           | 10         | 334756.85               |
| Deco mica Ltd.       | 23.75  | 2.41  | 9.85     | 7.63%  | 31.61           | 10         | 3250.80                 |
| Ambition mica Ltd.   | 52.00  | 1.65  | 31.52    | 13.53% | 12.18           | 10         | 5154.26                 |

\*CMP for our Company is considered as Issue Price

\*\*Source: [www.nseindia.com](http://www.nseindia.com) & [www.bseindia.com](http://www.bseindia.com)

\*\*\*Money received against share warrants has not been considered for calculating Net worth of Rushil Decor Limited.

**Notes:**

- Considering the nature of business of the Company the peer are not strictly comparable. However same have been included for broad comparison.
- The figures for Airo Lam Limited are based on the restated results for the year ended March 31, 2017
- The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2017
- Current Market Price (CMP) is the closing prices of respective scripts as on August 11, 2017.
- The Issue Price of Rs. [•]/- per Equity Share has been determined by the Company in consultation with the BRLM and is justified based on the above accounting ratios.

For further details see section titled “*Risk Factors*” beginning on page 20 and the financials of the Company including profitability and return ratios, as set out in the section titled “*Financial Statements*” beginning on page 164 of this Red Herring Prospectus for a more informed view.

## STATEMENT OF POSSIBLE TAX BENEFIT

### **The Board of Directors**

### **AIRO LAM LIMITED**

Survey No. 355, Nananpur Road, N.H. No. 8,  
Village: Dalpur, Ta. Prantij, Gujarat- 383120, India

Dear Sirs,

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

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961 (‘Act’) as amended by the Finance Act, 2016 (i.e. applicable to Financial Year 2016-17 & 2017-18 relevant to Assessment Year 2017-18 & 2018-19), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover special tax benefits only available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

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

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

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

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

**Piyush J. Shah & Co.**  
**Chartered Accountants**

**Sd/-**  
**CA. Piyush Shah**  
**Partner**  
**M. No. 108670**  
**Firm No. 121172W**

**Place: Ahmedabad**  
**Date: June 28, 2017**



## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees agreed for this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement

#### **Market Size**

India's manufacturing sector has the potential to touch US\$ 1 trillion by 2025. There is potential for the sector to account for 25-30 per cent of the country's GDP and create up to 90 million domestic jobs by 2025. Business conditions in the Indian manufacturing sector continue to remain positive.

## SECTION IV – ABOUT THE COMPANY

### OUR INDUSTRY

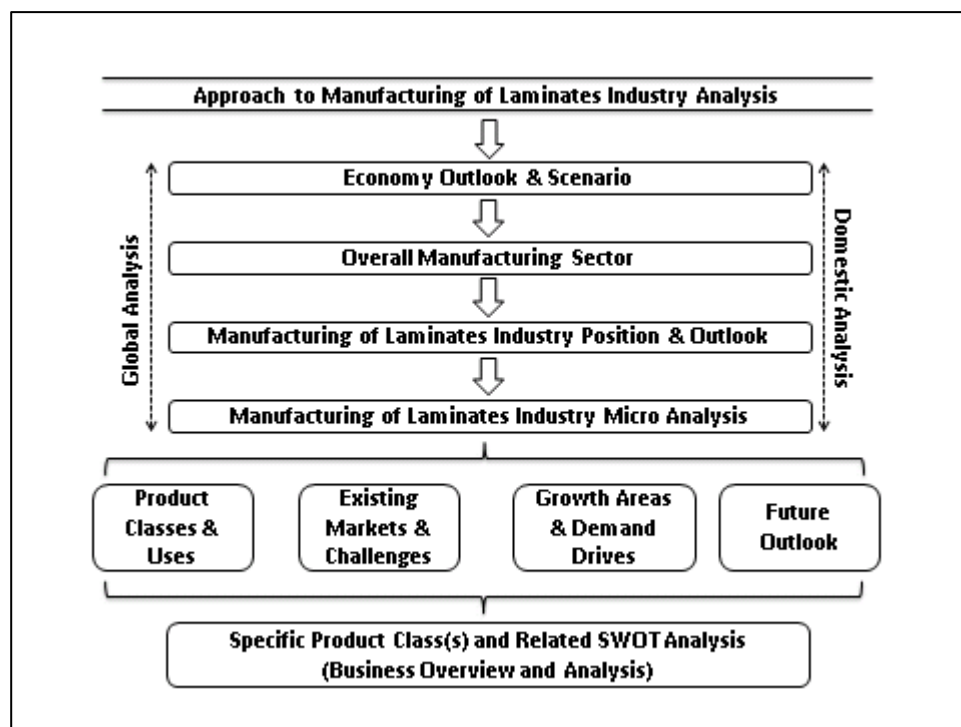
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#### APPROACH TO MANUFACTURING OF LAMINATES INDUSTRY ANALYSIS

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

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is ‘manufacturing of Laminate Industry’.

Thus, Manufacturing of Laminates segment should be analysed in the light of ‘Laminates Industry’ at large. An appropriate view on Laminate Industry, then, calls for the overall economy outlook and scenario, performance and expectations of Manufacturing Sector, position and outlook of Laminate Industry and micro analysis.



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## GLOBAL ECONOMIC OVERVIEW

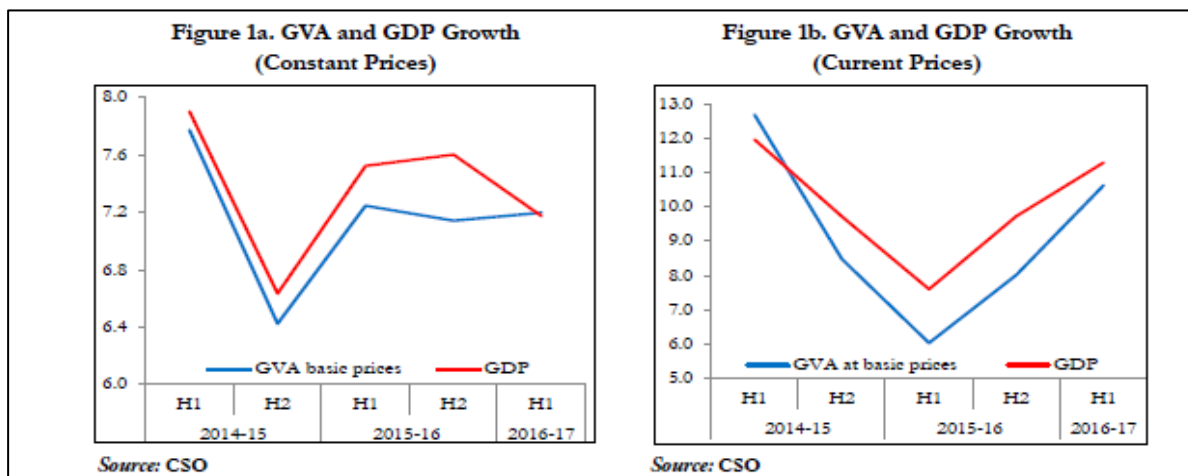
For India, three external developments are of significant consequence. In the short run, the change in the outlook for global interest rates as a result of the US elections and the implied change in expectations of US fiscal and monetary policy will impact on India's capital flows and exchange rates. Markets are factoring in a regime change in advanced countries, especially US macroeconomic policy, with high expectations of fiscal stimulus and unwavering exit from unconventional monetary policies. The end of the 20-year bond rally and end to the corset of deflation and deflationary expectations are within sight. Second, the medium-term political outlook for globalisation and in particular for the world's "political carrying capacity for globalisation" may have changed in the wake of recent developments. In the short run a strong dollar and declining competitiveness might exacerbate the lure of protectionist policies. These follow on on-going trends—documented widely—about stagnant or declining trade at the global level. This changed outlook will affect India's export and growth prospects

Third, developments in the US, especially the rise of the dollar, will have implications for China's currency and currency policy. If China is able to successfully re-balance its economy, the spill over effects on India and the rest of the world will be positive. On the other hand, further declines in the yuan, even if dollar-induced, could interact with underlying vulnerabilities to create disruptions in China that could have negative spill overs for India. For China, there are at least two difficult balancing acts with respect to the currency. Domestically, a declining currency (and credit expansion) props up the economy in the short run but delay rebalancing while also adding to the medium term challenges. Internationally, allowing the currency to weaken in response to capital flight risks creating trade frictions but imposing capital controls discourages FDI and undermines China's ambitions to establish the Yuan as a reserve currency. China with its underlying vulnerabilities remains the country to watch for its potential to unsettle the global economy.

(Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

## REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Real GDP growth in the first half of the year was 7.2 percent, on the weaker side of the 7.0-7.75 per cent projection in the Economic Survey 2015-16 and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16 (Figure 1a). The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. On the positive side, the economy was buoyed by government consumption, as the 7th Pay Commission salary recommendations were implemented, and by the long-awaited start of an export recovery as demand in advanced countries began to accelerate. Nominal GDP growth recovered to respectable levels, reversing the sharp and worrisome dip that had occurred in the first half of 2015-16 (Figure 1b).



The major highlights of the sectoral growth outcome of the first half of 2016-17 were: (i) moderation in industrial and nongovernment service sectors; (ii) the modest pick-up in agricultural growth on the back of improved monsoon; and (iii) strong growth in public administration and defence services— dampeners on and catalysts to growth almost balancing each other and producing a real Gross Value Addition (GVA) growth (7.2 percent), quite similar to the one (7.1 per cent) in H2 2015-16 (Figure 1b).

Inflation this year has been characterized by two distinctive features. The Consumer Price Index (CPI)-New Series inflation, which averaged 4.9 per cent during April-December 2016, has displayed a downward trend since July when it became apparent that kharif agricultural production in general, and pulses in particular would be bountiful. The decline in pulses prices has contributed substantially to the decline in CPI inflation which reached 3.4 percent at end-December. The second distinctive feature has been the reversal of WPI inflation, from a trough of (-)5.1 percent in August 2015 to 3.4 percent at end-December 2016, on the back of rising international oil prices. The wedge between CPI and WPI inflation, which had serious implications for the measurement of GDP discussed in MYEA (Box 3, Chapter 1, MYEA 2015-16), has narrowed considerably. Core inflation has, however, been more stable, hovering around 4.5 percent to 5 percent for the year so far. The outlook for the year as a whole is for CPI inflation to be below the RBI's target of 5 percent, a trend likely to be assisted by demonetisation.

### **External Sector**

Similarly, the external position appears robust having successfully weathered the sizeable redemption of Foreign Currency Non-Resident (FCNR) deposits in late 2016, and the volatility associated with the US election and demonetisation. The current account deficit has declined to reach about 0.3 percent of GDP in the first half of FY2017. Foreign exchange reserves are at comfortable levels, having risen from around US\$350 billion at end-January 2016 to US\$ 360 billion at end-December 2016 and are well above standard norms for reserve adequacy. In part, surging net FDI inflows, which grew from 1.7 percent of GDP in FY2016 to 3.2 percent of GDP in the second quarter of FY2017, helped the balance-of-payments

The trade deficit declined by 23.5 per cent in April-December 2016 over corresponding period of previous year. During the first half of the fiscal year, the main factor was the contraction in imports, which was far steeper than the fall in exports. But during October- December, both exports and imports started a long-awaited recovery, growing at an average rate of more than 5 per cent. The improvement in exports appears to be linked to improvements in the world economy, led by better growth in the US and Germany. On the import side, the advantage on account of benign international oil prices has receded and is likely to exercise upward pressure on the import bill in the short to medium term. Meanwhile, the net services surplus declined in the first half, as software service exports slowed and financial service exports declined. Net private remittances declined by \$4.5 bn in the first half of 2016-17 compared to the same period of 2015-16, weighed down by the lagged effects of the oil price decline, which affected inflows from the Gulf region.

### **Fiscal Position**

Trends in the fiscal sector in the first half have been unexceptional and the central government is committed to achieving its fiscal deficit target of 3.5 percent of GDP this year. Excise duties and services taxes have benefitted from the additional revenue measures introduced last year. The most notable feature has been the over-performance (even relative to budget estimates) of excise duties in turn based on buoyant petroleum consumption: real consumption of petroleum products (petrol) increased by 11.2 percent during April-December 2016 compared to same period in the previous year. Indirect taxes, especially petroleum excises, have held up even after demonetisation in part due to the exemption of petroleum products from its scope. More broadly, tax collections have held up to a greater extent than expected possibly because of payment of dues in demonetised notes was permitted. Non-tax revenues have been challenged owing to shortfall in spectrum and disinvestment receipts but also to forecast optimism; the stress in public sector enterprises has also reduced dividend payments.

State government finances are under stress. The consolidated deficit of the states has increased steadily in recent years, rising from 2.5 percent of GDP in 2014-15 to 3.6 percent of GDP in 2015-16, in part because of the UDAY scheme. The budgeted numbers suggest there will be an improvement this year. However, markets

are anticipating some slippage, on account of the expected growth slowdown, reduced revenues from stamp duties, and implementation of their own Pay Commissions. For these reasons, the spread on state bonds over government securities jumped to 75 basis points in the January 2017 auction from 45 basis points in October 2016. For the general government as a whole, there is an improvement in the fiscal deficit with and without UDAY scheme.

(Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

## OUTLOOK FOR 2016-17

This year's outlook must be evaluated in the wake of the November 8 action to demonetize the high denomination notes. But it is first important to understand the analytics of the demonetisation shock in the short run. Demonetisation affects the economy through three different channels. It is potentially: 1) an aggregate demand shock because it reduces the supply of money and affects private wealth, especially of those holding unaccounted money; 2) an aggregate supply shock to the extent that economic activity relies on cash as an input (for example, agricultural production might be affected since sowing requires the use of labour traditionally paid in cash); and 3) an uncertainty shock because economic agents face imponderables related to the magnitude and duration of the cash shortage and the policy responses (perhaps causing consumers to defer or reduce discretionary consumption and firms to scale back investments).

Demonetisation is also very unusual in its monetary consequences. It has reduced sharply, the supply of one type of money—cash—while increasing almost to the same extent another type of money—demand deposits. This is because the demonetized cash was required to be deposited in the banking system. In the third quarter of FY2017 (when demonetisation was introduced), cash declined by 9.4 percent, demand deposits increased by 43 percent, and growth in the sum of the two by 11.3 percent.

The price counterparts of this unusual aspect of demonetisation are the surge in the price of cash (inferred largely through queues and restrictions), on the one hand; and the decline in interest rates on the lending rate (based on the marginal cost of funds) by 90 basis points since November 9; on deposits (by about 25 basis points); and on g-secs on the other (by about 32 basis points).

There is yet another dimension of demonetisation that must be kept in mind. By definition, all these quantity and price impacts will self-correct by amounts that will depend on the pace at which the economy is remonetized and policy restrictions eased. As this occurs, consumers will run down their bank deposits and increase their cash holdings. Of course, it is possible, even likely that the self-correction will not be complete because in the new equilibrium, aggregate cash holdings (as a share of banking deposits and GDP) are likely to be lower than before.

Anecdotal and other survey data abound on the impact of demonetisation. But we are interested in a macro-assessment and hence focus on five broad indicators: Agricultural (Rabi) sowing; Indirect tax revenue, as a broad gauge of production and sales; Auto sales, as a measure of discretionary consumer spending and two-wheelers, as the best indicator of both rural and less affluent demand; Real credit growth; and Real estate prices. Contrary to early fears, as of January 15, 2017 aggregate sowing of the two major rabi crops—wheat and pulses (gram)—exceeded last year's planting by 7.1 percent and 10.7 percent, respectively. Favourable weather and moisture conditions presage an increase in production. To what extent these favourable factors will be attenuated will depend on whether farmers' access to inputs—fertilizer, credit, and labour—was affected by the cash shortage.

To estimate a demonetisation effect, one needs to start with the counterfactual. Our best estimate of growth in the absence of demonetisation is 11¼ percent in nominal terms (slightly higher than last year's Survey forecast because of the faster rebound in WPI inflation, but lower than the CSO's advance estimate of 11.9 percent) and 7 percent in real terms (in line with both projections).

Finally, demonetisation will afford an interesting natural experiment on the substitutability between cash and other forms of money. Demonetisation has driven a sharp and dramatic wedge in the supply of these two: if cash and other forms are substitutable, the impact will be relatively muted; if, on the other hand, cash is not substitutable the impact will be greater.

## OUTLOOK FOR 2017-18

Turning to the outlook for 2017-18, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

As discussed earlier, India's exports appear to be recovering, based on an uptick in global economic activity. This is expected to continue in the aftermath of the US elections and expectations of a fiscal stimulus. The IMF's January update of its World Economic Outlook forecast is projecting an increase in global growth from 3.1 percent in 2016 to 3.4 percent in 2017, with a corresponding increase in growth for advanced economies from 1.6 percent to 1.9 percent. Given the high elasticity of Indian real export growth to global GDP, exports could contribute to higher growth next year, by as much as 1 percentage point.

The outlook for private consumption is less clear. International oil prices are expected to be about 10-15 percent higher in 2017 compared to 2016, which would create a drag of about 0.5 percentage points. On the other hand, consumption is expected to receive a boost from two sources: catch-up after the demonetisation-induced reduction in the last two quarters of 2016-17; and cheaper borrowing costs, which are likely to be lower in 2017 than 2016 by as much as 75 to 100 basis points. As a result, spending on housing and consumer durables and semi-durables could rise smartly. It is too early to predict prospects for the monsoon in 2017 and hence agricultural production. But the higher is agricultural growth this year, the less likely that there would be an extra boost to GDP growth next year.

Since no clear progress is yet visible in tackling the twin balance sheet problem, private investment is unlikely to recover significantly from the levels of FY2017. Some of this weakness could be offset through higher public investment, but that would depend on the stance of fiscal policy next year, which has to balance the short-term requirements of an economy recovering from demonetisation against the medium-term necessity of adhering to fiscal discipline—and the need to be seen as doing so. Putting these factors together, we expect real GDP growth to be in the 6¾ to 7½ percent range in FY2018. Even under this forecast, India would remain the fastest growing major economy in the world.

There are three main downside risks to the forecast. First, the extent to which the effects of demonetisation could linger into next year, especially if uncertainty remains on the policy response. Currency shortages also affect supplies of certain agricultural products, especially milk (where procurement has been low), sugar (where cane availability and drought in the southern states will restrict production), and potatoes and onions (where sowings have been low). Vigilance is essential to prevent other agricultural products becoming in 2017-18 what pulses were in 2015-16.

Second, geopolitics could take oil prices up further than forecast. The ability of shale oil production to respond quickly should contain the risks of a sharp increase, but even if prices rose merely to \$60-65/barrel the Indian economy would nonetheless be affected by way of reduced consumption; less room for public investment; and lower corporate margins, further denting private investment. The scope for monetary easing might also narrow, if higher oil prices stoked inflationary pressure.

Third, there are risks from the possible eruption of trade tensions amongst the major countries, triggered by geo-politics or currency movements. This could reduce global growth and trigger capital flight from emerging markets. The one significant upside possibility is a strong rebound in global demand and hence in India's exports. There are some nascent signs of that in the last two quarters. A strong export recovery would have broader spill over effects to investment.

### **Fiscal outlook**

The fiscal outlook for the central government for next year will be marked by three factors. First, the increase in the tax to GDP ratio of about 0.5 percentage points in each of the last two years, owing to the oil windfall will disappear. In fact, excise-related taxes will decline by about 0.1 percentage point of GDP, a swing of about 0.6 percentage points relative to FY2017.

Second, there will be a fiscal windfall both from the high denomination notes that are not returned to the RBI and from higher tax collections as a result of increased disclosure under the Pradhan Mantra Garib Kalyan Yojana (PMGKY). Both of these are likely to be one-off in nature, and in both cases the magnitudes are uncertain.

A third factor will be the implementation of the GST. It appears that the GST will probably be implemented later in the fiscal year. The transition to the GST is so complicated from an administrative and technology perspective that revenue collection will take some time to reach full potential. Combined with the government's commitment to compensating the states for any shortfall in their own GST collections (relative to a baseline of 14 percent increase), the outlook must be cautious with respect to revenue collections. The fiscal gains from implementing the GST and demonetisation, while almost certain to occur, will probably take time to be fully realized. In addition, muted non-tax revenues and allowances granted under the 7th Pay Commission could add to pressures on the deficit.

### **The macroeconomic policy stance for 2017-18**

An economy recovering from demonetisation will need policy support. On the assumption that the equilibrium cash-GDP ratio will be lower than before November 8, the banking system will benefit from a higher level of deposits. Thus, market interest rates—deposits, lending, and yields on g-secs—should be lower in 2017-18 than 2016-17. This will provide a boost to the economy (provided, of course, liquidity is no longer a binding constraint). A corollary is that policy rates can be lower not necessarily to lead and nudge market rates but to validate them. Of course, any sharp uptick in oil prices and those of agricultural products, would limit the scope for monetary easing.

Fiscal policy is another potential source of policy support. This year the arguments may be slightly different from those of last year in two respects. Unlike last year, there is more cyclical weakness on account of demonetisation. Moreover, the government has acquired more credibility because of posting steady and consistent improvements in the fiscal situation for three consecutive years, the central government fiscal deficit declining from 4.5 percent of GDP in 2013-14 to 4.1 percent, 3.9 percent, and 3.5 percent in the following three years. But fiscal policy needs to balance the cyclical imperatives with medium term issues relating to prudence and credibility.

One key question will be the use of the fiscal windfall (comprising the unreturned cash and additional receipts under the PMGKY) which is still uncertain. Since the windfall to the public sector is both one off and a wealth gain not an income gain, it should be deployed to strengthening the government's balance sheet rather than being used for government consumption, especially in the form of programs that create permanent entitlements. In this light, the best use of the windfall would be to create a public sector asset reconstruction company so that the twin balance sheet problem can be addressed, facilitating credit and investment revival; or toward the compensation fund for the GST that would allow the rates to be lowered and simplified; or toward debt reduction. The windfall should not influence decisions about the conduct of fiscal policy going forward.

Perhaps the most important reforms to boost growth will be structural. In addition to those spelt out in Section 1—strategic disinvestment, tax reform, subsidy rationalization—it is imperative to address directly the twin balance sheet problem. The problem is large, persistent and difficult, will not correct itself even if growth picks up and interest rates decline, and current attempts have proved grossly inadequate. It may be time to consider something like a public sector asset reconstruction company.

Another area of reform relates to labour. Given the difficulty of reforming labor laws per se, the thrust could be to move towards affording greater choice to workers which would foster competition amongst service providers. Choices would relate to: whether they want to make their own contribution to the Employees' Provident Fund Organisation (EPFO); whether the employers' contribution should go to the EPFO or the National Pension Scheme; and whether to contribute to the Employee State Insurance (ESI) or an alternative medical insurance program. At the same time, there could be a gradual move to ensure that at least compliance with the central labour laws is made paperless, presence less, and cashless. One radical idea to consider is the provision of a universal basic income. But another more modest proposal worth embracing is procedural: a standstill on new government programs, a commitment to assess every new program only if it can be shown to



demonstrably address the limitations of an existing one that is similar to the proposed one; and a commitment to evaluate and phase down existing programs that are not serving their purpose.

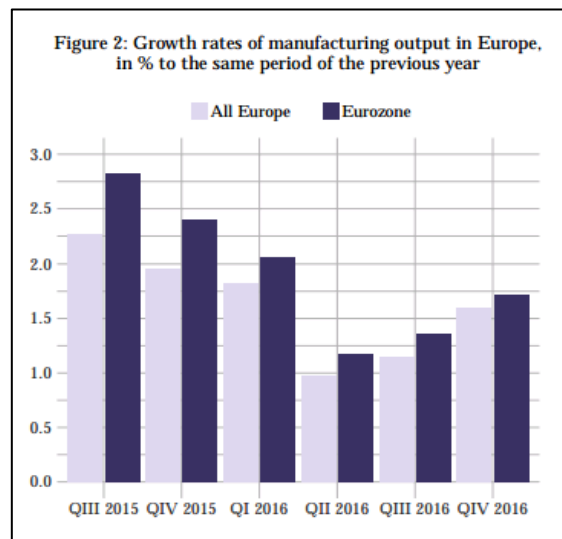
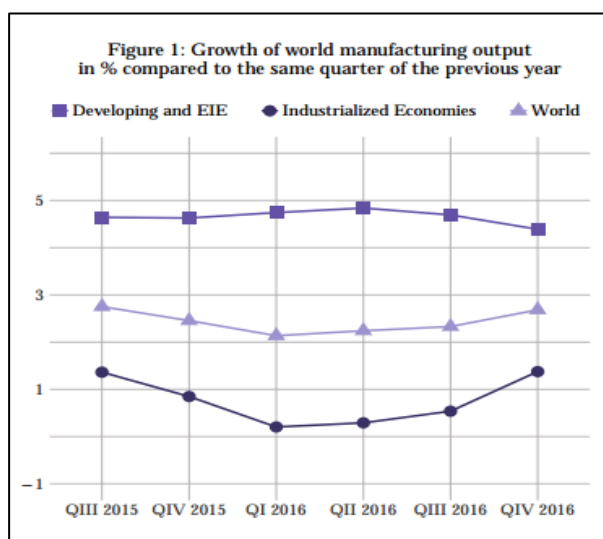
(Source: Economic Survey 2016-17 [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

## GLOBAL MANUFACTURING SECTOR

### World manufacturing growth

World manufacturing output growth improved slightly during the final quarter of 2016. Fourth quarter figures show that the improvement is primarily attributable to the continuing recovery process in industrialized economies. However, manufacturing output growth further slowed in developing and emerging industrial economies. Although the overall growth trend in world manufacturing was positive in the second half of 2016, geopolitical uncertainty remained high and potential changes in global trade arrangements may create new risks.

Against the backdrop of sluggish dynamics, world manufacturing output rose by 2.7 per cent in the fourth quarter of 2016 compared to the same period of the previous year, which is higher than the 2.3 per cent rise in the third quarter and represents the strongest performance since the beginning of the year. A slightly decelerated growth rate observed in developing and emerging industrial economies during the final quarter of 2016 was compensated by a more positive picture in industrialized countries as their growth performance improved. However, the level of growth in developing economies has been consistently higher than in industrialized countries, as depicted in Figure 1.



Major industrialized economies with significant contributions to global manufacturing output, namely the United States, Japan, Germany, the Republic of Korea and United Kingdom, recorded an expansion compared to the same period of the previous year. In China, the world's largest manufacturer, comparably lower growth rates have now become more prevalent, thus pushing the average industrial growth of emerging industrial economies downward.

The manufacturing output of industrialized economies increased to 1.4 per cent in the fourth quarter of 2016 from the 0.5 per cent recorded in the previous quarter. This increase is primarily attributable to the performance of East Asia, which experienced a significant reversal in growth in the second half of 2016, following several consecutive slumps that have lasted for nearly two years. The main force driving this nearly 2.9 per cent year-by-year upturn is Japan, East Asia's major manufacturer, whose export-fuelled growth was also supported by a weakened yen against the US dollar. Production in Europe witnessed a healthy growth momentum at the end of 2016, and had a positive impact on the manufacturing growth of industrialized countries as a whole. By contrast, the growth of North America's manufacturing output remained stagnant in the fourth quarter of 2016 and recorded a negligible gain of 0.2 per cent.



The manufacturing output of developing and emerging industrial economies rose by merely 4.4 per cent. This was the first time the growth of these economies was below 5.0 per cent since the beginning of 2015. Asian economies maintained a relatively higher growth rate at 5.5 per cent, but their growth performance hit a multi-year low in the final quarter of 2016. Other regions' production slightly decreased compared to the same period of 2015: by 1.0 per cent in Latin America and 0.5 per cent in Africa. As long as economic and political instability persists in industrialized countries, the threat of another slowdown remains looming over developing economies.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - [www.unido.org](http://www.unido.org))

### **Industrialized Economies**

The manufacturing output growth of industrialized economies improved in the last quarter of 2016 from 0.5 per cent in the third quarter to 1.4 per cent. This acceleration was characterized by an upward trend in East Asia and Europe. Manufacturing growth experienced a moderate, albeit noticeable slowdown in North America.

Among the industrialized country group, Europe's manufacturing output grew by 1.6 per cent in the final quarter of 2016, while the eurozone registered a growth rate of 1.7 per cent. The growth trends for these two groups converged and nearly merged at the end of 2016, displaying a fairly balanced resistance and response to adverse impacts. When comparing year-to-year developments among the leading eurozone economies, Italy registered a 2.8 per cent growth rate followed by Germany with a growth rate of 1.2 per cent, while a more moderate growth rate of 0.2 per cent was observed in France. The growth figures for the majority of eurozone countries were positive, with strong growth performance observed in Slovenia - the fastest growing manufacturer among all eurozone countries in 2016. Manufacturing output rose by 2.0 per cent and more in Lithuania, Finland, the Netherlands and Ireland, while Portugal's dropped by 0.6 per cent.

Beyond the eurozone, the manufacturing production in the United Kingdom recorded a positive growth rate in the final quarter of 2016 at 1.9 per cent, despite an expected slowdown in the aftermath of Brexit. Manufacturing output in the Russian Federation grew by a moderate rate of 1.0 per cent, continuing its shaky recovery after the country's economy was severely hit by the drop in oil prices. The pace of growth remained slow in Czechia and Hungary due to the reduction in EU investment funds and even less positive results came from Switzerland, where manufacturing output dropped by 1.6 per cent compared to the same period of the previous year.

Overall manufacturing production in North America grew by 0.2 per cent compared to the fourth quarter of the previous year. The still strong dollar made American-made goods more expensive and less competitive compared to foreign produced goods, which led to weak exports and subsequently to a negligible 0.2 per cent improvement in total manufacturing output in the United States on a year to-year basis. Positive growth was reported in the production of motor vehicles, computers, electronic and optical products, but the majority of manufacturing industries reported a decline. In Canada, manufacturing growth in the fourth quarter of 2016 varied considerably by industry. While the production of pharmaceuticals and chemicals remained strong, production in fabricated metal products and in the automotive industry dropped. Aggregated growth of manufacturing output in Canada was 0.2 per cent in the fourth quarter of 2016.

The disruption of a long period of consecutive contraction in the industrialized East Asian economies was confirmed by a positive result in the fourth quarter of 2016 - nearly 2.9 per cent improvement was observed compared to the fourth quarter of 2015. A major force stimulating this change was Japan, which recorded a positive growth rate of 2.7 per cent following a nearly two-year period of consecutive slumps, except for the last quarter, when the first signs of improvement arose. This upswing is primarily attributable to the boost in all three key sectors in Japan - the automotive industry, computers, electronic and optical products and machinery and equipment. Taking advantage of the weakening yen and a pickup in global trade, manufacturing production in the Republic of Korea witnessed a gain of 1.7 per cent. Malaysia's total manufacturing output recorded a 4.9 per cent rise in the fourth quarter of 2016 on a year-to-year basis, and very strong growth figures were also observed in Singapore.

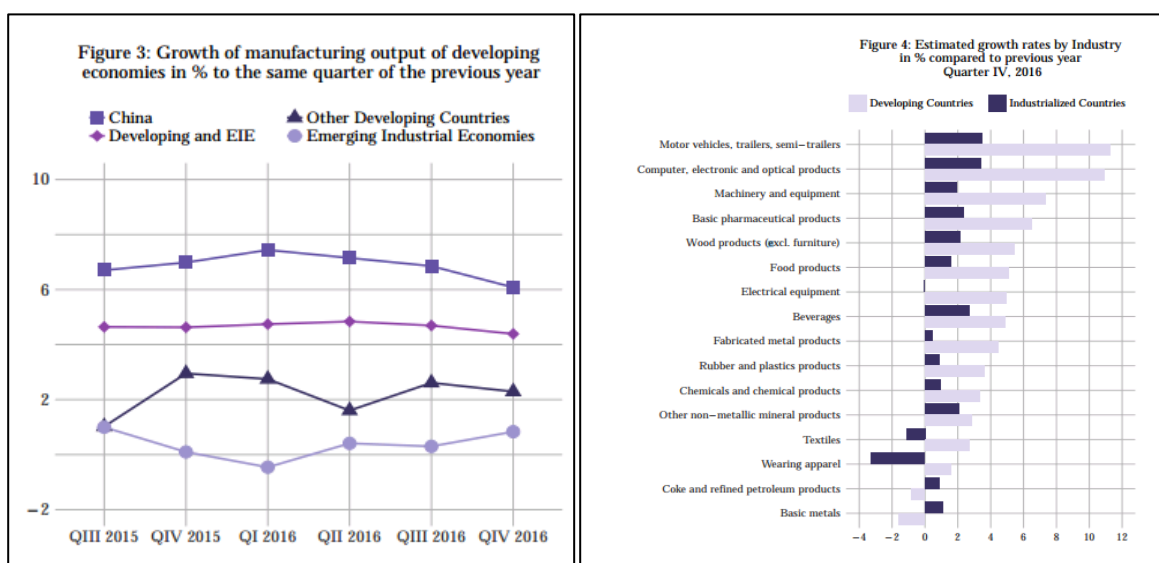
Despite this overall improvement, global growth still looks fragile due to the uncertainty in Europe generated by Brexit and the upcoming U.S. secession from the Trans-Pacific Partnership. On the other hand, a new free-trade agreement between the EU and Canada looks promising for the manufacturing of a number of countries.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - [www.unido.org](http://www.unido.org))

### **Developing and Emerging Industrial Economies**

The overall growth of manufacturing output in developing and emerging industrial economies was affected by gloomy signals emanating from the major economies in this group. Although manufacturing activity in China continued to expand, its pace slowed compared to the previous quarter. In the final quarter of 2016, manufacturing production in China rose by 6.1 per cent over the same period of the previous year, reflecting a slowdown from the 6.9 per cent growth rate recorded in the previous quarter. This slightly steeper deceleration was mainly driven by negative growth in the production of basic metals, China's strongest industry. Following an uninterrupted downward trajectory since late 2013, the trend in China now seems to point towards stabilization at a sustainable pace.

Latin American economies, which have recently faced a severe decline due to subdued global demand, low commodity prices and domestic political turbulence, have reduced their declining growth rate to 1.0 per cent. On a sequential basis, the fall in manufacturing activity in Brazil has softened throughout 2016, dropping only by 2.9 per cent in a year-to-year comparison in the final quarter of 2016. The largest expansion was seen in the manufacturing of motor vehicles, closely followed by manufacturing of computer, electronic and optical products. Other larger Latin American manufacturers, namely Mexico and Colombia, recorded a positive growth of 2.0 per cent and 1.5 per cent, respectively, while Argentina, Chile and Peru experienced contractions.



Growth performance was much higher in Asian economies, where manufacturing output rose by 5.5 per cent in the fourth quarter of 2016, a decent result considering that the production growth rate of Asian developing economies has not dropped below 6.0 per cent since the global financial crisis. Viet Nam again confirmed its position as one of the fastest growing Asian economies with a 9.6 per cent gain, benefiting mostly from its attractiveness for foreign direct investment and export oriented industries. Indonesia's manufacturing output expanded by 2.3 per cent in a year-by-year comparison, decelerating from much higher growth rates recorded in previous quarters, while India's manufacturing production output ended the year with a trivial, barely 0.5 per cent rise, the first positive growth figure registered in 2016. According to UNIDO estimates, positive developments were observed in other Asian economies: manufacturing output rose by 3.6 per cent in Saudi Arabia, almost 4.0 per cent in Pakistan and 1.3 per cent in Jordan. Bangladesh managed to maintain its robust growth in the fourth quarter of 2016, while manufacturing output in Mongolia contracted.

Estimates based on the limited available data indicate that manufacturing output in Africa decreased by 0.5 per cent in the final quarter of 2016. In terms of individual countries, a 0.6 per cent drop was registered in South Africa, the region's most industrialized economy. Egypt and Tunisia's manufacturing output also decreased compared to the same period of the previous year, while Morocco and Cote d'Ivoire registered a positive growth rate according to UNIDO estimates.

Among the other developing economies, the manufacturing output of East European countries achieved relatively higher growth rates. Manufacturing output rose by 4.1 per cent in Poland, 4.7 per cent in Romania, 4.3 per cent in Bulgaria and over 5.0 per cent in Serbia and Croatia. Manufacturing production in Turkey grew by 1.4 per cent, reversing the decline registered in the previous period.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - [www.unido.org](http://www.unido.org))

### **Key Findings - Global manufacturing**

Global manufacturing production maintained a positive growth in nearly all industries in the final quarter of 2016. High- and medium-high-technology manufacturing industries held top positions, when looking at the year-by-year developments - the manufacture of computers, electronics and optical products grew by 6.3 per cent, the manufacture of motor vehicles rose by 6.2 per cent and the production of pharmaceutical products by 4.0 per cent. However, the production of other transport equipment, another high-technology sector, contracted by 0.9 per cent compared to the same period of the previous year. The largest loss was recorded in the tobacco industry, with its global production declining by 5.8 per cent.

As regards durable and capital goods, the production of machinery and equipment experienced an exceptionally high growth rate at 3.7 per cent in the fourth quarter of 2016. The manufacture of non-metallic mineral products, which essentially supply construction materials, registered a growth figure of 2.5 per cent worldwide. The manufacture of fabricated metal products and furniture both rose at a moderate pace of 1.7 per cent. Worldwide manufacturing of basic metals has systematically lost strength over the last few years and reached a negative growth rate of 0.7 per cent in the fourth quarter of 2016, mostly due to a visibly decreased production of basic metals in China.

Global manufacturing output maintained relatively high growth rates in the production of basic consumer goods. The manufacture of food products rose by 3.1 per cent and beverages by 3.7 per cent, while the manufacture of wearing apparel increased by 0.5 per cent only. In low-technology manufacturing sectors, the global production of wood products rose by 3.3 per cent while the growth pace of manufacturing of paper products, textiles and leather products remained below 2.0 per cent.

The growth performance of developing and emerging industrial economies outperformed industrialized economies in nearly all manufacturing industries, including a number of high-technology industries, as illustrated in Figure 4. The fastest growing industry in both country groups was the automotive industry, reflecting strong growth of automobile production in China as well as in European countries.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - [www.unido.org](http://www.unido.org))

## **MANUFACTURING SECTOR IN INDIA**

### **Introduction**

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020\*.

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 per cent of Gross Domestic Product (GDP) by 2025, from 16 per cent currently.

## Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Foreign Direct Investment (FDI) inflows in India's manufacturing sector grew by 82 per cent year-on-year to US\$ 16.13 billion during April-November 2016.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Apple plans to produce iPhone SE at an upcoming facility in Bengaluru, owned by its partner Wistron, which has upgraded the plant to assemble Apple iPhones.
- Coca-Cola, the US-based beverage giant, plans to invest around Rs 750 crore (US\$ 112.5 million) to set up a food processing unit and a bottling plant at the newly developed Mohasa-Babai industrial estate in Hoshangabad, Madhya Pradesh.
- Panasonic Corporation, the Japan-based electronics company, plans to set up a new plant at Jhajjar, Haryana, to manufacture refrigerators for the Indian market, and a Research and Development (R&D) center for appliances consisting of two technical divisions to strengthen its product development in the country.
- BSH Home Appliances Group, the leading home appliances manufacturer in Europe, inaugurated its first technology centre in India at Adugodi, Bengaluru, which will enable the company to further develop localised technologies for the Indian market.
- China based LCD and touchscreen panel manufacturer, Holitech Technology, has announced plans to investing up to US\$ 1 billion in India by the end of 2017.
- Ashok Leyland Ltd has launched its circuit series electric bus, the first ever electric bus designed and engineered entirely in India specifically for Indian road conditions, with a capacity to travel over 150 km on a single charge.
- Huawei, the China-based smartphone manufacturer, has entered into an agreement with solutions provider Flextronics Technologies (India) Private Limited, to manufacture its smartphones in India. Flextronics would start by making 3 million smart phones at its facility in Chennai and is expected to generate additional 1,500 jobs.
- Tristone Flowtech Group, the Germany-based flow technology systems specialist, has set up a new facility in Pune, which will manufacture surge tank as well as engine cooling and aircharge hose for the Indian market. The company plans to start the production at the plant in the fourth quarter of 2017.
- Tata Power has partnered with US-based Javelin Joint Venture, which is a partnership between Raytheon Company and Lockheed Martin, for its Strategic Engineering Division (SED), in order to create a strategy to co-develop and produce the Javelin missile system and integrate platform mounts to meet Indian requirements.
- LeEco, a Chinese technology company, has entered into a partnership with Compal Technologies and invested US\$ 7 million to set up manufacturing facility at Greater Noida in order to start manufacturing Le2 smartphones in India.
- Zopo Mobile, a China-based smartphone manufacturer, plans to invest Rs 100 crore (US\$ 15 million) to set up a manufacturing plant in Noida by the end of 2016, which will have a monthly production capacity of 100,000 units.
- Honda Motorcycle & Scooter India plans to invest around Rs 600 crore (US\$ 90 million) to add a new line at its Narsapura facility at Karnataka, and launch at least 10-15 products during FY 2016-17 in the country.

- Force Motors, a utility and commercial vehicles manufacturer, inaugurated its Rs 100 crore (US\$ 15 million) manufacturing facility in Pune, which will supply engines and axles to the Germany-based automobile manufacturer Mercedes-Benz.
- Boeing Company, an American plane maker, and Tata Advanced Systems Ltd (TASL), a fully owned subsidiary of Tata Sons, have entered into a joint venture to set up a new facility in Hyderabad to manufacture Boeing AH-64 Apache helicopter fuselages.
- Panasonic Corporation plans to set up a new manufacturing plant for refrigerators in India with an investment of Rs 250 crore (US\$ 37.5 million), and also invest around Rs 20 crore (US\$ 3 million) on an assembly unit for lithium ion batteries at its existing facility in Jhajjar in the next 8-10 months.
- Vital Paper Products, one of the major supply chain players in the paper and paper products industry, plans to set up a packaging product unit in the Special Economic Zone (SEZ) of Sri City, Andhra Pradesh, at an investment of Rs 60 crore (US\$ 9 million), which will be operational from April 2017.
- Isuzu Motors, the Japan-based utility vehicle manufacturer, has inaugurated its greenfield manufacturing unit in Sri City, Andhra Pradesh, which was set up for Rs 3,000 crore (US\$ 450 million), with an annual production capacity of 50,000 units and is estimated to generate around 2,000-3,000 jobs.
- Airbus has procured more than US\$ 500 million worth of supplies from India in 2015, registering a growth of 15 per cent annually and has targeted a cumulative procurement of more than US\$ 2 billion over a period of five years up to 2020.
- Havells India Limited, one of the top Indian consumer electrical equipment producer, plans to set up a new manufacturing unit near Bengaluru by making an investment of Rs 1,059 crore (US\$ 158.85 million), which would be its twelfth plant in India and its first outside north India.
- Global beverage company Pepsi plans to invest Rs 500 crore (US\$ 75 million) to set up another unit in Maharashtra to make mango, pomegranate and orange-based citrus juices, while biotechnology giant Monsanto plans to set up a seed plant in Buldhana district of Maharashtra.
- Hindustan Coca-Cola Beverages plans to set up a bottling plant with an investment of Rs 750 crore (US\$ 112.5 million) in phases at the first industrial area being developed by Government of Madhya Pradesh under the public private partnership in Babai village of Hoshangabad, Bhopal.
- Canada's Magna International Incorporated has started production at two facilities in Gujarat's Sanand, which will supply auto parts to Ford Motor Co in India and will employ around 600 people at both units.

### **Government Initiatives**

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, pitched India as a manufacturing destination at the World International Fair in Germany's Hannover in 2015. Mr Modi showcased India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- The Government of India has introduced several policy measures in the Union Budget 2017-18 to provide impetus to the manufacturing sector. Some of which include reduction of income tax rate to 25 per cent for MSME companies having turnover up to Rs 50 crore (US\$ 7.5 million), MAT credit carry forward extended to 15 years from 10 years and abolishment of Foreign Investment Promotion Board (FIPB) by 2017-18.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US\$ 1.5 billion).

- The Government of India has removed the 12.5 per cent excise duty and 4 per cent special additional duty (SAD) on the manufacturing of point-of-sale (PoS) machines till March 31, 2017, which is expected to give a boost to the cashless economy as more PoS machines will be deployed in the future.
- The National Institution for Transforming India (NITI Aayog), after its recent push for Rs 6,000 crore (US\$ 900 million) textile sector package, aims to persuade the Government for similar support in the manufacturing sectors with large-scale employment generation opportunities, such as electrical and electronics engineering, footwear and light manufacturing segments, which also have export potential.
- The Ministry of Labour and Employment plans to relax compliance measures for MSMEs by exempting them from inspections related to key labour laws in order to encourage entrepreneurs to help promote manufacturing in India.
- The Government of India plans to give a big boost to local manufacturing by introducing the new 'Make in India green channel', which will reduce the time taken for cargo clearance at ports from about a week to a few hours without any upfront payment of duties.
- Gujarat government is planning to set up an electronics products manufacturing hub in the state, through its newly announced Electronics Policy 2016, which will generate about 500,000 jobs in the electronics sector in the next five years.
- The Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up centre and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.
- NITI Aayog plans to release a blueprint for various technological interventions which need to be incorporated by the Indian manufacturing economy, with a view to have a sustainable edge over competing neighbours like Bangladesh and Vietnam over the long term.
- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).
- The Government of India has asked New Delhi's envoys in over 160 countries to focus on economic diplomacy to help government attract investment and transform the 'Make in India' campaign a success to boost growth during the annual heads of mission's conference. Prime Minister, Mr Modi has also utilised the opportunity to brief New Delhi's envoys about the Government's Foreign Policy priority and immediate focus on restoring confidence of foreign investors and augmenting foreign capital inflow to increase growth in manufacturing sector.
- The Government of Uttar Pradesh has secured investment deals valued at Rs 5,000 crore (US\$ 741.2 million) for setting up mobile manufacturing units in the state.
- Government of India has planned to invest US\$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.
- Entrepreneurs of small-scale businesses in India will soon be able to avail loans under Pradhan Mantri MUDRA Yojana (PMMY). The three products available under the PMMY include: Shishu - covering loans up to Rs 50,000 (US\$ 735), Kishor - covering loans between Rs 50,000 (US\$ 750) to Rs 0.5 million (US\$ 7,500), and Tarun - covering loans between Rs 0.5 million (US\$ 7,500) and Rs 1 million (US\$ 15,000).

## **Road Ahead**

The Government of India has an ambitious plan to locally manufacture as many as 181 products. The move could help infrastructure sectors such as power, oil and gas, and automobile manufacturing that require large capital expenditure and revive the Rs 1,85,000 crore (US\$ 27.75 billion) Indian capital goods business.

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US\$ 0.015 as on February 9, 2017

\*According to the Global Manufacturing Competitiveness Index published by Deloitte

(Source: Manufacturing Sector in India - India Brand Equity Foundation [www.ibef.org](http://www.ibef.org))

## INDIAN LAMINATE INDUSTRY

Decorative laminates are laminated products primarily used as furniture surface materials or wall paneling. It can be manufactured as either high-or low pressure laminate, with the two processes not much different from each other except for the pressure applied in the pressing process. Decorative plastic laminate is a durable flat sheeting material used in home and industrial furnishings. Decorative laminate is commonly used to surface kitchen counters, table tops, and cabinetry because of its resistance to stains, scratches, and heat. Sunmica is one of the foremost brands in the Indian Laminate Industry that has become a household name and has the highest brand recall amongst Indian customers. Infact when most Indians say 'Sunmica' what they mean to say is 'Laminates'. The two words have become so synonymous with each other in India.

In India three types of decorative and industrial laminated sheets are being manufactured usually being phenol formaldehyde or melamine formaldehyde or other phenolic resins as binding materials for the core and the surface papers. The decorative paper for lamination is imported. Today, laminated sheets are becoming very popular particularly plastics and paper laminated sheets. Glass laminated sheets are used by and large in aircraft and certain scientific plans. Plastic laminates are highly popular. Laminations are used for industrial purposes as well as decorative purposes. Industrial lamination is used mainly for packaging materials. To looking its uses we can say that there is a good scope for any new entrants

Indian market for laminates is mainly driven by increasing demand from housing market. The demand has increased due to growing significance of new construction industry. Laminates have become an indispensable part of big and evolving markets like real estate market, furniture market, modular kitchen market as well as the flooring market. The increased demand in these markets triggers the demand in the laminates market. Apart from this, increasing urban population, rising per capita income and a gradual shift towards non-food industry are other key factors driving the growth of laminates industry in India. The combined worth of the plywood and laminates industry is believed to be to the tune of Rs.21000 crore per year, with laminates accounting for a share of approximately Rs.3300 crore, and the industry is expected to keep on growing further in the years to come

Global demand for decorative laminates is expected to rise 5.6 percent per year to 10.7 billion square meters in 2018, valued at \$ 40.8 billion. Demand will benefit from expected increases in the manufacture of products such as cabinets, ready-to-assemble (RTA) furniture, and flooring, which are of ten made from laminated engineered wood. Gains will also be driven by increased market penetration at the expense of other surfacing materials (wood veneer and paint) due to cost and performance benefits. Laminates will benefit from the continued improvement in textures and in printing techniques that create advanced graphics rivalling the aesthetics of alternative materials

(Source: Decorative Laminated Sheets (Sunmica) Niir Project Consultancy Services (NPCS) [www.entrepreneurindia.co](http://www.entrepreneurindia.co))



## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 19 of this RHP, for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this RHP, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 20 and 164, respectively.*

### OVERVIEW

Incorporated in 2007, our Company is engaged in manufacturing of Hi Pressure decorative laminates. We strive to compete with other dominant players in the industry with quality products and wide range of designs.

Our registered office and manufacturing unit is situated at Survey No. 355, Nananpur Road, N.H. No. 8, Village: Dalpur, Ta. Prantij, Himmatnagar, Sabarkantha, Gujarat- 383120.

Our manufacturing facilities are equipped with adequate machinery and handling equipment to facilitate smooth manufacturing process. We endeavour to maintain safety in our premises by adhering to safety norms.

Our Company has distribution network and operates through more than 70 distributors and 4 stock points at Bangalore, Mumbai, Kolkata and Bhuvneshwar. The stock point at Bhuvneshwar has been shut down with effect from September 7, 2017 and as of now the Company has only 3 stock points. We have an established customer base in Gujarat, Madhya Pradesh, Rajasthan, Chhattisgarh, Haryana, Punjab, Uttar Pradesh, Maharashtra, Tamilnadu, Jammu & Kashmir, Himachal Pradesh, Chandigarh, Delhi, West Bengal, Odisha, Jharkhand, Kerala, Goa, Andhra Pradesh and (Telangana), Karnataka.

Our Company is well equipped with testing machinery and our raw materials to match the desired standards. The finished products are also checked in our in house to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our Company believes in emerging technologically in order to leverage the power of technology in effectively reaching out to our consumers.

We have a pan-India presence and export our laminate products to various countries including the UAE, Syria, Kuwait, Bangladesh, Dubai, Singapore, Iran, etc. Our marketing team comprising of more than 80 employees across 20 states in India while distribution network comprises of more than 70 distributors and dealers through whom we have access to sub-dealers and retailers. We believe this pan-India distribution network ensures that our products are easily available in almost any part of India.

For financial year 2012-13 to financial year 2016-17 our total revenue grew from 5,518.01 lakhs to 7,146.57 lakhs while our profit grew from 142.91 lakhs in financial year 2012-13 to 189.01 lakhs in 2016-17



## PRODUCT RANGE

Our product range currently includes decorative laminates and they are sold under the following brand name:

| BRAND   | PRODUCT HIGHLIGHT  |
|---|--|
|    | Exclusive Japanese and European Design                       |
|    | High Range European Design Papers                            |
|    | European, Korean and Chinese Papers                          |
|    | Exclusive Chinese and Indian Designs                         |
|    | Liner Grade Laminate   |
|    | European, Korean and Chinese Papers                          |
|   | High Quality Design Paper with Aluminium Foil with Laser Out |
|  | Mix & Match With Foil and Design Papers                      |
|  | Flexi Laminates  |
|  | U V Resistant Laminate                                       |
|  | Exclusive Design European with HD Printing                   |

## OUR COMPETITIVE STRENGTHS

### *Experienced Management & Dedicated Team*

We have an experienced management team with our Managing Director having experience of more than 8 years in Laminate industry. It is through the constant efforts and experience of our management team that we have been able to build a sustainable business model. We also have employed people in different areas of work who have required technical competence and qualifications. We strongly believe that the success of our organization lies in the efforts of our human resources.

### ***Diversified Products Portfolio***

We have a comprehensive portfolio of Designs and products Range with different brand name covering Classico, Airolam, I-Lam, Airolite, Airolite, Airolite, I-Lite, Premium Airolite, Airolite, Airo Flexi, Airo xterior, Airo Digilam etc. We believe our comprehensive range of products enables to capitalize on growth opportunities and demand in the Decorative Laminate industry. Laminate industry is highly exposed to the risk of frequent change in customer preference for designs trends and obsolescence of designs. We insulate ourselves from these changes by keeping pace with changing preference trends and introducing new and innovative designs and products.

### ***Wide Distribution and Marketing Network***

At present, our distribution model is based on marketing and distributorship. At present we have around 70 distributors and 4 stock points across the country. We also have dedicated sales and marketing teams spread across Gujarat, Maharashtra, Madhya Pradesh, Rajasthan, etc. and also planning to mark our presence in countries like Singapore, Malaysia and other South East Asian Countries. Such distribution model help us achieve many competitive advantages such as wider reach to consumers, reduced overheads with lower logistics costs, elimination of dealer margins, increased brand recognition, etc.

## **BUSINESS STRATEGY**

### ***Brand building***

The industry is seeing a shift in market share from the unorganised to the organised sector. We seek to capture a greater market share in this environment and it is important to invest in the brand to strengthen the top of the mind recall and consequently we shall continue to invest in our brands.

### ***Strengthening Distribution Network***

Since the industry is highly unorganized, a good distribution network is essential in this industry. We are focusing on expanding on our distributorship network by opening new marketing offices or by way of appointment of new distributors, including smaller towns and rural areas. We believe that smaller towns in suburban India would be the new emerging realty hubs for development of residential and commercial complexes and intend to position ourselves to capitalize on these emerging opportunities.

### ***Widening our product basket***

We intend to continue to enhance scale in existing products and introduce new products across high end and mid segment to capitalize on the opportunity to cater rising acceptance and demand of new products. Our diversification into readymade door is in furtherance of our strategy of increasing our market share in the industry. Our wide product range provides us competitive edge over our competitors. We will in order to maintain our competitive edge keep on adding newer designs and textures to our product portfolio.

### ***Improving functional efficiency***

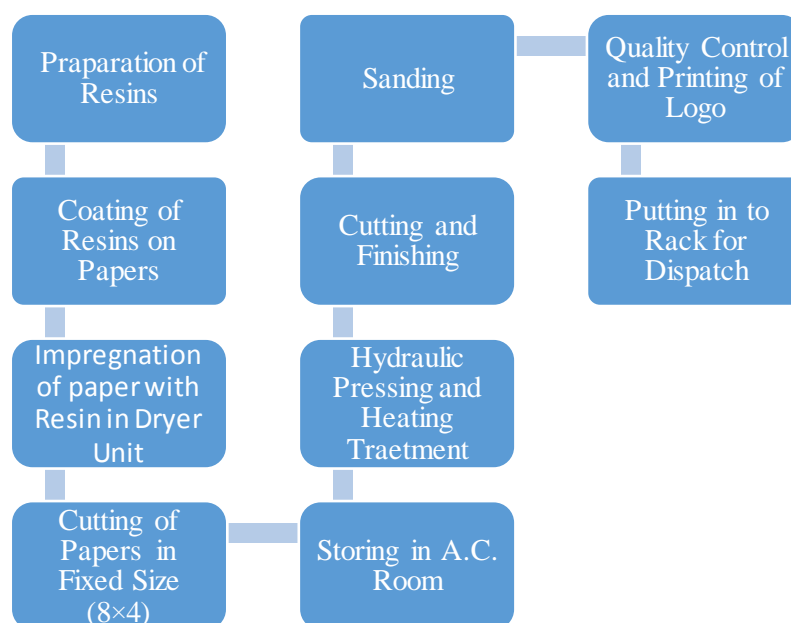
Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development.

## **RAW MATERIALS**

Our Company procures raw materials such as Kraft Papers, Base papers, Tissue Papers and phenol, formaldehyde and melamine by importing it from various countries like Germany, French, Belgium, Canada, Japan, Finland, USA etc. and from local suppliers or third parties. At times, we also procure various Chemical on job work basis.

## **OUR PRODUCTION PROCESS**

Our production process is briefed as per the details mentioned below:



### **Preparation of Resins**

Preparation of Resins is an important part of the process. The resins are prepared as per required mix of chemicals as per below details.

**Melamine – Formaldehyde (M-F) Resin:-** It is manufactured by reacting melamine with formaldehyde in a jacketed reactor.

**Phenol- Formaldehyde (P-F) Resin:-** Phenol-Formaldehyde (P-F) resin is manufactured by the condensation polymerization of phenol with formaldehyde under controlled conditions.

### **Coating of Resins on Papers**

After preparation of resins in a vessel, the layer of these resins is applied on decorative and kraft papers through impregnation in an impregnation unit where resins are filled in a resin tray and a paper roll is set in a squeeze roll which passes through the resin tray to the dryer press.

### **Impregnation of paper with Resin in Dryer Unit**

Coated papers then pass to the impregnation unit and dryer press machine where it is automatically processed through drying treatment by heating oil which is supplied from boilers and in that process after drying it finally an impregnation of papers is done.

Melamine resin is coated on tissue and design paper, whereas phenolic resin is coated on kraft paper. Two impregnation processes will be carried out in a single impregnation unit alternatively to cope up with the prepared capacity of the unit.

The melamine formaldehyde resin solution is kept in a tray and paper which is to be coated through a guide roll passes via a drying chamber. The sheets impregnated with M.F. resin and P.F. resin, after drying, are cut automatically at the other end of the dryers in required set size. These are then stored usually in an air conditioned godown.

### **Cutting of Papers**

It is then cut into the fixed size sheets. A cutting machine is used to cut paper roll. This machine helps in neat cutting with low noise and high efficiency. It provides desired productivity with minimal fatigue.

### **Storing in A.C. Room**

After impregnation and cutting of paper in fixed size, they are stored in air conditioned room for certain period as per requirements.

### **Hydraulic Pressing and Heating Treatment**

Design paper coated with melamine resin and Kraft paper coated with phenolic resin are put together on separating paper between two stainless steel plates with different finish.

All together are put into hydraulic press. Pressure and heat is applied by pressing steam through the plates. Subsequently, the supply heat is continuing and gradually released.

### **Cutting and Finishing**

After papers sheets passes through the hydraulic press and heating treatment the sheets are again sized and proper finishing is done as per size so as to give proper shape to the final sheet by cutting machine.

### **Sanding**

After cutting and finishing of all sheets, it passes through the process of sanding where sheets are sanded and thereafter sent to Quality Control.

### **Quality Control and Logo Printing**

All sanded sheets are now forwarded to quality control department where all products are checked by quality department for grading of the sheets. After quality check and grading of product is done all sheets are move wrapping and logo printing machine where at the backside of the sheet Company's logo is printed.

### **Dispatch**

The finished products after labelling are packed put in to rack for further dispatch to the customers/distributors. The work is given to our dispatch team, to ensure that products flow directly to the customers/dealers/distributors in a timely and cost efficient manner. The responsibility of the dispatch team includes inventory management and supply chain management. We use third party carrier services to deliver our products to customers.

## **UTILITIES & INFRASTRUCTURE FACILITIES**

### **Infrastructure Facilities**

Our registered office and manufacturing unit is located at Village-Dalpur, N.H 8, Taluka-Prantij, District-Sabarkantha, Gujarat is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities, which are required for our business operations to function smoothly. It is equipped with requisite utilities and facilities including the following:

#### **Power**

Our Company meets its power requirements by purchasing electricity from Uttar Gujarat Vij Company Limited. The current sanction limit provided to us is 450 KVAH.

#### **Fuel**

We use Bio coal and fire wood which is sourced from local suppliers as per requirement.

#### **Water**

The water requirement for manufacturing facilities is met through our own bore well.

## CAPACITY AND CAPACITY UTILIZATION

The Company intends to achieve higher production by utilising its existing unutilised installed capacity and increase its installed capacity by purchasing/hiring new machineries in the future years.

| Year    | Installed (Sheets) | Actual (Sheets) | Utilization |
|---------|--------------------|-----------------|-------------|
| 2014-15 | 24,00,000          | 12,99,271       | 54.14%      |
| 2015-16 | 24,00,000          | 16,31,966       | 68.00%      |
| 2016-17 | 24,00,000          | 16,46,511       | 68.60%      |

Projected capacity and capacity utilization of laminate sheets for next three years is as below:

| Year    | Installed (Sheets) | Projected (Sheets) | Utilization |
|---------|--------------------|--------------------|-------------|
| 2017-18 | 24,00,000          | 20,00,000          | 83.33%      |
| 2018-19 | 27,00,000          | 23,40,000          | 86.66%      |
| 2019-20 | 27,00,000          | 23,40,000          | 86.66%      |

Note:

The Company intends to achieve higher production by utilising its existing unutilised installed capacity and increase its installed capacity by purchasing/hiring new machineries in the future years. We intend to purchase boiler in future years to increase the installed capacity by 3,00,000 Sheets.

## COLLABORATIONS

As on the date of this Red Herring Prospectus, our Company has not entered into any technical or other collaboration.

## EXPORT AND EXPORT OBLIGATION

As on date of this Red Herring Prospectus, our Company does not have any export obligation.

## REVENUE BREAKUP

| Year                                    | 2016-17               |                    | 2015-16               |                    |
|---|-----------------------|--------------------|-----------------------|--------------------|
| Particulars                             | Amount (Rs. In lakhs) | % of Total Revenue | Amount (Rs. In lakhs) | % of Total Revenue |
| Domestic Sales                          | 7,110.43              | 90.38%             | 6,786.49              | 92.93%             |
| Export Sales (including against H Form) | 756.99                | 9.62%              | 516.40                | 7.07%              |

## COUNTRYWISE WISE REVENUE

| Name of Country      | Amount (Rs. in lakhs) |
|----------------------|-----------------------|
| United Arab Emirates | 356.98                |
| Bangladesh           | 102.64                |
| Iran                 | 51.46                 |
| Kuwait               | 48.00                 |
| Saudi Arabia         | 22.29                 |
| Singapore            | 8.96                  |
| Syria                | 105.64                |

## HUMAN RESOURCES

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

As on July 31, 2017 we have more than 108 employees at our manufacturing facility and registered office, who look after our business operations, factory management, administrative, secretarial, legal, marketing and accounting functions in accordance with their respective designated goals. Apart from these we also employ casual labour or temporary labour on need basis. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## MARKETING

The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers and distributors who have been associated with our Company. To increase our portfolio of customers, we identify the prospective customers, dealers and distributors understand their requirements, explain them our product range and value addition we can offer. We strictly adhere to the quality expectations of the customers and at times take inputs from them which help us in improving our product's quality and thus enable us to match up to their expected standards.

Our marketing efforts are directed to advertise and promote sales through direct marketing, hoardings, wall and shutter paintings, exhibitions, etc.

We intend to expand our existing customer base by reaching out to other geographical areas. We are committed to promote our business both domestically and internationally by widening our presence through our marketing network.

## COMPETITION

Decorative Laminate being a large and global industry, Our Company and the laminate industry in general continue to face competition from the unorganized sector. Our Company intend to face this competition through product differentiation. Our major competitors are Ambition Mica Limited, Rushil Decore Limited and Deco Mica Limited.

## END USERS

Decorative high-pressure laminates are usually used for furniture especially on flat surfaces, including cabinets and tables. Decorative compact laminates are sometimes constructed as toilet cubicle systems, laboratory tables and kitchen tops. Some new usage models include wall panels with conceptual designs and custom prints. So according to usage of our product end users are the ultimate consumers.

## INSURANCE

We maintain insurance policies in respect of our business, operations and products. We have taken insurance policy to insure our stock, plant & machinery, furniture and shock and marine policy for Cargo. Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

## LAND AND PROPERTY

### Owned Properties:











We currently operate from the state of Gujarat from the following locations:

| Sr. No. | Property Kind | Buyer    | Name of Seller | Date of Sale Deed/Agreement* | Address of the Property | Usage      |
|---------|---------------|----------|----------------|------------------------------|-------------------------|------------|
| 1       | Freehold      | Airo Lam | Rameshbhai     | October 24, 2007             | Survey no. 355,         | Registered |

| Sr. No. | Property Kind     | Buyer           | Name of Seller   | Date of Sale Deed/Agreement* | Address of the Property  | Usage              |
|---------|-------------------|-----------------|------------------|------------------------------|--|--------------------|
|         | Property          | Limited         | Pashabhai Patel  |                              | Nananpur road, N.H. No. 8, Village: Dalpur, Ta. Prantij, Gujarat, India-383120 | office and Factory |
| 2       | Freehold Property | Airolam Limited | Aartiben Panchal | October 3, 2013              | Plot No. 301 and 302 admeasuring 1150 Sq mts is situated in GIDC, Talod.       | Given of lease     |

### INTELLECTUAL PROPERTY RIGHTS

Our Company has registered/ applied for following trademarks:-

| Sr. No | Description (Image)   | Trade mark Type | Applicant        | Application No./ Regi. No. | Date of Filing    | Class | Date of Expiry    | Status                 |
|--------|---|-----------------|------------------|----------------------------|-------------------|-------|-------------------|------------------------|
| 1.     |    | Device          | Airo Lam Limited | 1871202                    | October 08, 2009  | 19    | October 08, 2019  | Registered             |
| 2.     |    | Device          | Airo Lam Limited | 2033868                    | October 06, 2010  | 19    | October 06, 2020  | Registered             |
| 3.     |   | Device          | Airo Lam Limited | 1871203                    | October 08, 2009  | 19    | October 08, 2019  | Registered             |
| 4.     |  | Device          | Airo Lam Limited | 1871205                    | October 08, 2009  | 19    | October 08, 2019  | Registered             |
| 5.     |  | Device          | Airo Lam Limited | 3232728                    | April 11, 2016    | 19    | -                 | Marked for Exam        |
| 6.     |  | Device          | Airo Lam Limited | 2197284                    | August 29, 2011   | 19    | August 29, 2021   | Registered             |
| 7.     |  | Device          | Airo Lam Limited | 1628454                    | December 06, 2007 | 19    | December 06, 2027 | Registered             |
| 8.     |  | Device          | Airo Lam Limited | 3172159                    | January 30, 2016  | 19    | -                 | Objected               |
| 9.     |  | Device          | Airo Lam Limited | 1871204                    | October 08, 2009  | 19    | October 08, 2019  | Registered             |
| 10.    |  | Device          | Airo Lam Limited | 3556395                    | May 24, 2017      | 19    | -                 | Marked for Examination |

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*Except as otherwise specified in this Red Herring Prospectus, the Companies Act, 1956 / the Companies Act, 2013, We are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the manufacturing decorative laminated sheets industry. Taxation statutes such as the Income Tax Act, 1961 and applicable labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.*

### **APPROVALS**

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 220 of this Red Herring Prospectus.

### **APPLICABLE LAWS AND REGULATIONS**

#### **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

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

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

##### **Gujarat Industrial Policy 2015**

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



The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

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

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

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

An act to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The part of metrology in relation to weighing and measuring units as well as methods of weighing and measuring instruments with the object of ensuring public guarantee and from the point of view of security and accuracy of weighing and measurement. Any weight or measure which conforms to the standard of such weight or measure and also conforms to such of the provisions of Section. 7 as are applicable to it shall be the standard of weight or measure. Any numeral which conforms to the provisions of Section. 6 shall be the standard numeral. It further provides that no weight, measure or numeral, other than the standard weight, measure or numeral shall be used as a standard weight, measure or numeral.

Every reference standard, secondary standard and working standard shall be verified and stamped in such manner and after payment of such fee as may be prescribed. Every reference standard, secondary standard and working standard which is not verified and stamped in accordance with the provisions shall not be deemed to be a valid standard. The provision relating to Use and Prohibition provides that no person shall, in relation to any goods, things or service quote, or make announcement of, whether by word of mouth or otherwise, any price or charge, or issue or exhibit any price list, invoice, cash memo or other document, or prepare or publish any advertisement, poster or other document, or indicate the net quantity of a pre-packaged commodity, or express in relation to any transaction or protection, any quantity or dimension, otherwise than in accordance with the standard unit of weight, measure or numeration.

No person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a license issued by the Controller. No license to repair shall be required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Controller shall issue a license in such form and manner, on such conditions, for such period and such area of jurisdiction and on payment of such fee as may be prescribed.

### **The Bombay Prohibition Act, 1949**

The Bombay Prohibition Act prohibits the sale of alcohol without obtaining a license in terms of its provisions. Also, sale of foreign liquor has to be made in terms of the Bombay Foreign Liquor Rules, 1953. The licenses provided under the Bombay Prohibition Act can be suspended or cancelled in terms of the provisions of Section 54 or Section 56 of the Bombay Prohibition Act.

### **The Bureau of Indian Standards Act, 1986 (“BIS Act”)**

The BIS Act provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established by any other institution in India or elsewhere, in relation by any other institution in India or elsewhere, in relation to any article or process; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make an inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

### **Anti-Trust Laws**

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

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

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

### **GENERAL CORPORATE COMPLIANCE**

#### **The Companies Act 1956 and The Companies Act, 2013**

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

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

## **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 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Employees Pension Scheme, 1995**

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

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

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This 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**

The Minimum Wages Act, 1948 (“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. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

### **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 Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour is prohibited in Building and Construction Industries and as per Part A of the Schedule it is applicable to the Port and the vicinity of the port area.

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

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

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

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

## **TAX RELATED LEGISLATIONS**

### **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.

### **Goods and Service Tax (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by center on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products. Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. The rate of tax for CGST and SGST/UTGST shall not exceed –

- 2.5% in case of restaurants etc.
- 1% of the turnover in state/UT in case of manufacturer
- 0.5% of the turnover in state/ UT in case of other supplier

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

### **Gujarat Value Added Tax Act, 2003 (“GVAT”)**

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

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

However provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive. The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act.

**Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976 and The Gujarat State Tax On Professions Traders, Callings and Employments Rules, 1976**

This Act is applicable to any person who is engaged in any profession, trade, callings and employment in the State of Gujarat and includes Hindu Undivided Family, firm, company, corporation or other corporate body, any society, club or association, so engaged but does not include any person who earns wages on a casual basis. It came into force on April 1, 1976. The tax shall be levied and collected on professions, trades, callings and employment by designated authority for the benefit of the Panchayats, Municipalities, Municipal Corporations or, as the case may be, the State. Every person engaged in any Profession, Trade, Calling or Employment and falling under one or the other of the classes mentioned in column 2 of Schedule I shall be liable to pay the tax to the Designated Authority at such rate fixed by it but not exceeding the amount mentioned against the class of such person in the said Schedule. Provided that the rates of tax for the class of persons mentioned in entry 1 of the said Schedule shall be fixed by the State Government by notification in the Official Gazette. Provided further that the tax so payable in respect of any one person shall not exceed two thousand and five hundred rupees in any year. Provided also that the State Government may, by notification in the Official Gazette, specify the minimum rate of tax for each of such class mentioned in column 2 of Schedule I, below which tax shall not be levied by the Designated Authority and different limits may be fixed for different Designated Authorities and the minimum rate so notified shall be levied till the Designated Authority fixes some other rate under the provisions of this Act. Provided also that the State Government may, by notification in the Official Gazette, specify the class of persons other than those mentioned in entries 1 to 9 in Schedule I, to whom entry 10 in that Schedule shall apply. Provided also that the tax shall not be levied from the persons mentioned below Schedule I

Every employer not being an officer of Government liable to pay tax under Section-4 shall obtain a certificate of registration from the prescribed authority in the prescribed manner. Every person liable to pay tax under this act shall obtain Certificate of enrollment from the prescribed authority in the prescribed manner.

**Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services, as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5<sup>th</sup> / 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.

**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.

**Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

### **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.

## **OTHER LAWS**

### **The Factories Act, 1948**

The Factories Act, 1948 (“Factories Act”) aims at regulating labour employed in factories. A “factory” is defined as “any premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...”. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules there under rests on the “occupier”, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

### **Shops and establishments laws in various states**

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed



in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **The Indian Boilers Act, 1923**

The Indian Boilers Act, 1923 (the “Boilers Act”) states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economiser or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner.

## **ENVIRONMENTAL LEGISLATIONS**

### **The Environment Protection Act, 1986 (“Environment Protection Act”)**

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981 was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

### **Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act 1974 was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

### **Hazardous Waste (Management and Handling) Rules, 1989**

The Hazardous Waste (Management and Handling) Rules, 1989, as amended, impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose of such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. Each occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state pollution control board for collecting, storing and treating the hazardous waste.

### **The Public Liability Insurance Act, 1991**

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

## **INTELLECTUAL PROPERTY LEGISLATIONS**

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

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

### **Indian Patents Act, 1970**

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### **The Copyright Act, 1957**

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### **Trade Marks Act, 1999**

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 Trade Marks 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.

### **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

### **OTHER LAWS:**

#### **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 all 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. Director General of Foreign Trade (herein after referred to as 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**

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. The act 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 ascertain a bleat 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 Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, 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 Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route...

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated as Airo Lam Limited at Ahmedabad, Gujarat as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated October 22, 2007 bearing Corporate Identification Number U20211GJ2007PLC052019 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Our Company also obtained Certificate of Commencement of Business from the Registrar of Companies on November 06, 2007. . The Corporate Identification Number of our Company is U20211GJ2007PLC052019.

Pravinbhai N. Patel, Sureshbhai H. Patel, Prafulkumar Patel, Daxesh Raval and Pravinbhai A. Patel are promoters of our Company.

Kamleshbhai J Patel, Bharatbhai D Patel, Pravinbhai N Patel, Prafulkumar D Patel, Jasvantbhai A.Patel, Utkarsh R.Patel and Sureshbhai H Patel were the initial subscribers to the Memorandum of Association of our Company subscribing 10,000 Equity shares each. Pravinbhai A. Patel acquired shares of our company on December 26, 2007. However Utkarshbhai Patel , Kamleshbhai Patel and Bharat Patel transferred their shareholding to other shareholders viz. Pravinbhai A Patel, Aartiben Patel, Jaswantbhai A Patel and Rameshbhai N. Patel.

Our Company is primarily engaged in manufacturing and marketing of decorative laminates. We are popularly known and identified in decorative laminates market by our brand name “Airo Lam Decorative Laminates”. Our Company is an ISO 9001:2008 certified company which manufactures different range of decorative laminates. Our Company follows quality standards for our products and has its products ISI certified.

For information on our Company’s profile, activities, market, products, etc., market of each segment, capacity built up, exports and profits due to foreign operations together with country wise analysis, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, technology, market, major suppliers and customers, geographical segment, regulatory approvals, etc. wherever applicable, please refer to the chapters titled “Our Business”, “Our Industry”, “Financial Statements as Restated”, “Management’s Discussion and Analysis of Financial Condition and Results of Operation”, “Government and Other Statutory Approvals” beginning on page 115, 101, 164, 199 and 220 respectively of this Red Herring Prospectus.

### CHANGES IN REGISTERED OFFICE OF OUR COMPANY

There has been no change in the registered office of our Company. Since incorporation, our Company’s registered office is situated at Survey No. 355, Nanapur Road, N.H. No. 8, Village: Dalpur, Ta. Prantij, Gujarat- 383120, India.

### KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

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

| Year | Events  |
|------|---|
| 2007 | <ul style="list-style-type: none"><li>• Incorporation of our Company as Airo Lam Limited</li><li>• Received Certificate of Commencement of Business</li></ul> |
| 2008 | ISO 9001: 2000 certificate  |
| 2014 | ISO 9001: 2008 Certificate  |
| 2016 | Greenguard Certification-Product for low chemical emissions   |
|      | Certificate by Rainforest Alliance for Forest Stewardship Council Chain of Custody certification standards  |
|      | Single Chain of Custody Certification by Rainforest Alliance  |
|      | Certification by Bureau of Indian Standards   |
| 2017 | Registration of Brand name “AIRO LAMIPANEL”   |

| Year | Events   |
|------|--|
|      | Certificate of Membership by Indian Green Building Council |

## MAIN OBJECTS

The main object of our Company, as contained in our Memorandum of Association, is as set forth below:

*To carry on the business in India or elsewhere to manufacture, prepare, produce, finish, anodise, process, fabricate, assemble, alter, convert, extrude, design, develop, research, export, import, handle, job work, modify, machine, purchase, sell, resale, project, mould, remould, melt and to act as concessionaries, manufacture, producer, job worker, converter, trader, merchant, buyer, seller, importer, exporter, supplier, indenter, wholesaler, retailer, broker, agent, dealer, distributor, stockiest, consignor, franchiser, C & F Agent, consultant, advisor, representative, contractor, subcontractor, or and or otherwise to deal in all kinds of High Pressure Decorative Laminates, Laminate Sheets, Panels, Boards, Frames, Sections, windows, doors, Ladders, Rods, Squares, Flats, Plates, Circles, Pipes, Tubes, architectural Panels, louvers, ventilators or staircase fittings, Particle Boards, Laminated wood products, reconstituted laminate, Laminated Flooring, Laminate bodies, Pre-laminated Board, Laminate Products including Laminate logs, billets, twigs, fagots, slices, peels, Laminate paving boxes, Plywood, Veneer products and items, knock out furniture, Aluminum Composite Panel, Domestic or industrial furniture, hardware and accessories, fancy articles, wooden handicrafts, sculptures, metal laminates, building materials or any other fabricated materials.*

**Since incorporation, the following changes have been made to our Memorandum of Association**

| Date of Shareholder's Approval | Amendment  |
|--------------------------------|--|
| December 31, 2007              | Increase of Authorised Capital from Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs.10/- each to Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs.10/- each.  |
| March 26, 2008                 | Increase of Authorised Capital from Rs. 3,00,00,000 consisting of 30,00,000 Equity Shares of Rs.10/- each to Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10/- each   |
| November 10, 2008              | Increase of Authorised Capital from Rs. 5,00,00,000 consisting of 50,00,000 Equity Shares of Rs.10/- each to Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs.10/- each..   |
| February 24, 2015              | Clause III of the Memorandum of Association of the Company changed to replace existing Object clause with new Object clause in order to comply with the provisions of the Companies Act, 2013 and a certificate of registration for the same was granted by the ROC on April 06, 2015<br><br>Clause IV of the Memorandum of Association of the company replace existing Liability clause with new liability clause as under:<br>“The Liability of the members is limited to the extent of amount unpaid, if any, on shares held by members.” |
| May 01, 2017                   | Increase of Authorised Capital from Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs.10/- each to Rs. 16,00,00,000 consisting of 1,60,00,000 Equity Shares of Rs.10/- each  |

## HOLDING / SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has neither holding nor subsidiary company as on date of filing of this Red Herring Prospectus.

## CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the section titled “*Capital Structure*” beginning on page 62 of this Red Herring Prospectus.

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

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

#### **MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY**

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

#### **SHAREHOLDERS AGREEMENTS**

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

#### **OTHER AGREEMENTS**

Our Company has not entered into any agreements/arrangement except under normal course of business of the Company, as on the date of filing of this Red Herring Prospectus.

#### **STRATEGIC/ FINANCIAL PARTNERS**

Our Company does not have any strategic/financial partner as on the date of filing of this Red Herring Prospectus.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS**

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Red Herring Prospectus.

#### **CONVERSION OF LOANS INTO EQUITY SHARES**

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Red Herring Prospectus.

#### **CHANGE IN ACTIVITIES OF OUR COMPANY SINCE INCORPORATION**

There has been no change in the activities of our Company since incorporation.

#### **STRIKES AND LOCKOUTS**

There have been no strikes or lockouts in our Company since incorporation.

#### **REVALUATION OF ASSETS**

There has been no revaluation of our assets and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Red Herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

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

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “Financial Statements” beginning on page 164 of this Red Herring Prospectus.

#### **BUSINESS INTEREST BETWEEN OUR COMPANY AND OUR SUBSIDIARIES**

Except as disclosed in “Related Party Transactions” on page 162 we do not have any Subsidiary, Holding Company which has any business interest in our Company.

## **SIGNIFICANT SALE\PURCHASE BETWEEN OUR SUBSIDIARY/ASSOCIATE/HOLDING/JV AND OUR COMPANY**

We do not have any Subsidiary, Holding, Joint Venture and Associate Company as on date of filing this Red Herring Prospectus.

## **NUMBER OF SHAREHOLDERS**

Our Company has 50 shareholders as on date of this Red Herring Prospectus. For further details on shareholders please refer to chapter titled “Capital Structure” beginning on page 62 of this Red Herring Prospectus.



## OUR MANAGEMENT

### BOARD OF DIRECTORS

The composition of our Board is governed by the provisions of the Companies Act, and our Articles of Association. Our Company currently has 6 directors on our Board. The following table sets forth details regarding our Board of Directors as on the date of this Red Herring Prospectus:

| Sr No. | Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN  | Date of Appointment / Re-appointment   | Other Directorship  |
|--------|--|--|---|
| 1.     | <b>Name:</b> Pravinbhai N. Patel<br><b>Father's Name:</b> Nathabhai Patel<br><b>Age:</b> 48 years<br><b>Designation:</b> Chairman & Managing Director<br><b>Address:</b> 6-Bajaj Park, Near. Mahakali Mandir, Mahavirnagar, Himmatnagar. Sabarkantha-383001, Gujarat, India. <b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Five Years from August 01, 2014<br><b>DIN:</b> 01840244 | Appointed since Incorporation<br><br>Designated as Managing Director on August 01, 2014<br>&<br>Designated as Chairman on April 05, 2017 | <b>Public Limited Company:</b> Nil<br><br><b>Private Limited Company:</b> Nil |
| 2.     | <b>Name:</b> Sureshbhai Patel<br><b>Father's Name:</b> Hansarajbhai Patel<br><b>Age:</b> 37 years<br><b>Designation:</b> Whole-time Director<br><b>Address:</b> C/o Patel Saw Mill, Mehtapura, Himatnagar-383001, Gujarat, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Five Years from July 01, 2013 and liable to retire by rotation<br><b>DIN:</b> 02223842           | Appointed w.e.f June 18, 2008<br><br>Reappointed w.e.f July 01, 2013   | <b>Public Limited Company:</b> Nil<br><br><b>Private Limited Company:</b> Nil |
| 3.     | <b>Name:</b> Pravinbhai A. Patel<br><b>Father's Name:</b> Amichandbhai Patel<br><b>Age:</b> 36 years<br><b>Designation:</b> Non-Executive Director<br><b>Address:</b> 6, Yogi Parivar, Kaknol Road, Mahavirnagar, Himmatnagar, 383001, Gujarat, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Eligible to retire by rotation<br><b>DIN:</b> 00256357                      | Appointed on January 16, 2015<br><br>Regularised on September 30, 2015   | <b>Public Limited Company:</b> Nil<br><br><b>Private Limited Company:</b> Nil |
| 4.     | <b>Name:</b> Mahendra Patel<br><b>Father's Name:</b> Amichandbhai Patel<br><b>Age:</b> 56 Years  | Appointed on January 1, 2017   | <b>Public Limited Company:</b> Nil  |

| Sr No. | Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, Term and DIN  | Date of Appointment / Re-appointment                           | Other Directorship  |
|--------|--|--|---|
|        | <b>Designation:</b> Independent director<br><b>Address:</b> At 18, Shiv Bungalow, Nr. Gayatri Mandir Road, Kankrol, Ta-Himatnagar, District-Sabarkanta, Himmatnagar, Gujarat-383001, India.<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Five Years from January 01, 2017<br><b>DIN:</b> 00461809  | Regularised on May 1, 2017                                     | <b>Private Limited Company:</b><br>Biotron Life Science Private Limited             |
| 5.     | <b>Name:</b> Mamtabahen Patel<br><b>Husband's Name:</b> Premanshu Patel<br><b>Age:</b> 23 Years<br><b>Designation:</b> Independent Director<br><b>Address:</b> At & Post- Lalpur (Badoli), Ta.- Idar, Dist.- Sabarkantha, Lalpur-383410, Gujarat, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Five Years from January 01, 2017<br><b>DIN:</b> 07688458                | Appointed on January 1, 2017<br><br>Regularised on May 1, 2017 | <b>Public Limited Company:</b><br>Nil<br><br><b>Private Limited Company:</b><br>Nil |
| 6.     | <b>Name:</b> Manilal Patel<br><b>Father's Name:</b> Kanjibhai Patel<br><b>Age:</b> 49 Years<br><b>Designation:</b> Independent Director<br><b>Address:</b> Survey No. 944, Tajpur Road, Karchhi Khet, Tajpur-3, Ta.- Prantij, Dist.- Sab Tajpur-383205, Gujarat, India<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Five Years from January 01, 2017<br><b>DIN:</b> 07691117 | Appointed on January 1, 2017<br><br>Regularised on May 1, 2017 | <b>Public Limited Company:</b> Nil<br><br><b>Private Limited Company:</b> Nil       |

## BRIEF BIOGRAPHIES OF OUR DIRECTORS

### **Pravinbhai N. Patel**

Pravinbhai N. Patel aged 48 years, is Promoter, Chairman & Managing Director of our Company. He has been the Director of our Company since incorporation. He holds a degree in Bachelor of Computer Engineering from Gujarat University and has experience in laminate manufacturing industry for more than 10 years. His experience and dedication has contributed in the development of the Company. He is the key person in formulating and implementation of business strategy for growth & expansion and looks after marketing of Maharashtra zone, export zone and purchasing and import as well as overall finance operations.

### **Sureshbhai Patel**

Sureshbhai Patel, aged 37 years, is the Whole-time Director of our Company. He handles our marketing of north zone and west zone as well as paper designing.

### **Pravinbhai A. Patel**

Pravinbhai A. Patel, aged 36 years, is the Director of our Company. He is one of the promoters of our Company. He has completed Higher Secondary Education from Gujarat Secondary Education Board.

### **Mahendra Patel**

Mahendra Patel aged 56 Years has been appointed as Additional Independent Director with effect from January 01, 2017 and was regularised as an Independent Director pursuant to a shareholders resolution passed at the Extra Ordinary General Meeting held on May 01, 2017. He holds a bachelor degree in commerce from North Gujarat University and is a Chartered Accountant by qualification.

### **Mamtabahen Patel**

Mamtabahen Patel aged 23 Years has been appointed as an Additional Director on January 01, 2017 and was regularised as Independent Director with effect from May 01, 2017. She holds a degree in Bachelor of Commerce from Hemchandracharya North Gujarat University, Patna.

### **Manilal Patel**

Manilal Patel aged 49 Year has been appointed as an Additional Independent Director on January 01, 2017 and was regularised as Independent Director with effect from May 01, 2017.

## CONFIRMATIONS

As on the date of this Red Herring Prospectus:

1. None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies.

6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

## REMUNERATION/COMPENSATION OF DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2017

| Name of Director    | Amount (Rs. In Lakhs) |
|---------------------|-----------------------|
| Pravinbhai N. Patel | 6.07                  |
| Sureshbhai Patel    | 9.00                  |

### Compensation of our Managing Director:

The compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and Articles of Association of the Company.

### Terms and conditions of employment of our Director

#### A. Pravinbhai N. Patel

Pravinbhai N. Patel has been a Director of our Company since incorporation. Subsequently he was re-appointed as Managing Director of our Company with effect from August 01, 2014 for a period of five years. The terms and conditions of his employment are as follows:

|                            |  |
|----------------------------|--|
| <b>Remuneration</b>        | Rs. 54,000/- per month subject to maximum salary of Rs.3,00,000 per month  |
| <b>Term of Appointment</b> | 5 Years liable   |
| <b>Perquisites</b>         | <ul style="list-style-type: none"> <li>A. Furnished accommodation or house rent allowance.</li> <li>B. Reimbursement of expenses for utilisation of Gas, Electricity, water, Medical expenses for self and family.</li> <li>C. Leave travel concession for self and his family, Children education allowances. Club fees, premium towards personal accident insurance and all other payments in nature of perquisites and allowances in accordance with subject to a ceiling of 10% of annual salary.</li> <li>D. Free use of Company car with driver for the Business of the Company.</li> <li>E. Free Telephone at the Residence.</li> <li>F. Reimbursement of all actual cost, charges, expenses in course of Company Business</li> </ul> |

|                    |  |
|--------------------|--|
| <b>Other terms</b> | <p>G. Contribution to Provident fund or Superannuation or Annuity fund.</p> <p>H. Gratuity at the rate of half months salary for each completed year of services.</p> <p>I. Leave with full pay or encasement thereof as per the rules of the company.</p> |
|--------------------|--|

### **Overall Remuneration:**

The aggregate of the remuneration payable to Managing Director by way of Salary and perquisites in any Financial Year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rule made thereunder (including any statutory modifications or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 as amended from time to time.

### **B. Sureshbhai Patel**

Sureshbhai Patel was appointed as Whole-time director of the company with effect from July 01, 2013 for a period of five years. The terms & conditions of his employment are as follows:

|                            |  |
|----------------------------|--|
| <b>Remuneration</b>        | Rs.47,000/- per month with such increments as may be decided by the Board of Directors from time to time but subject to maximum salary of Rs.2,50,000/- per month.   |
| <b>Term of Appointment</b> | 5 Years liable to retire by rotation   |
| <b>Perquisites</b>         | Further, he shall be entitled to reimbursement of Gas, Electricity, water, medical expense incurred in India or abroad for self and family, children education allowance, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance, and all other payments in nature of perquisites and allowances etc., with subject to a ceiling of 5% of annual salary. |
| <b>Terms</b>               | <ul style="list-style-type: none"> <li>• Contribution to Provident fund or Superannuation or Annuity fund as to the extent these either singly or put together are not taxable under the Income Tax act, 1961.</li> <li>• Gratuity payable at the rate of one month's salary for each completed year of service</li> <li>• Leave with full pay or encashment as per the rules of the company.</li> </ul>   |

## Overall Remuneration:

The aggregate of the remuneration payable to Whole-Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the act as amended from time to time.

## C. Terms and conditions of employment of our Non-Executive and Independent Directors

Independent and Non-Executive of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

## SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our Company.

The following table details the shareholding of our Directors as on the date of this Red Herring Prospectus:

| Sr. No. | Name of the Director | No. of Equity Shares | % of Pre Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|---------|----------------------|----------------------|-------------------------------------|--------------------------------------|
| 1.      | Pravinbhai N. Patel  | 11,34,520            | 10.31                               | [•]                                  |
| 2.      | Sureshbhai Patel     | 1,18,000             | 1.07                                | [•]                                  |
| 3.      | Pravinbhai A. Patel  | 18,23,872            | 16.58                               | [•]                                  |

## INTERESTS OF DIRECTORS

### Interest in promotion of our Company

Our Directors Pravinbhai N. Patel, Sureshbhai Patel and Pravinbhai A. Patel are interested in the promotion of the Company to the extent of the equity shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “Our Promoter & Promoter Group” and heading titled “Financial Statements as Restated” beginning on page 155 and 164 of this Red Herring Prospectus.

### Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of filing of this Red Herring Prospectus.

### Interest as member of our Company

As on date of this Red Herring Prospectus, our Directors together hold 30,76,392 Equity Shares in our Company i.e. 27.96% of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding, dividend declared and other distributions, if any, by our Company.

### Interest as a creditor of our Company

As on the date of this Red Herring Prospectus, our Company has availed loans from the Directors of our Company. For further details, refer to chapter titled “Financial Indebtedness” and section titled “Related Party Transactions” beginning on page 207 and 162 of this Red Herring Prospectus.

### Interest as Director of our Company

Except as stated above and in the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 164 and 62 of this Red Herring Prospectus our Directors, may deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

### **Interest of Directors as Key Managerial Personnel of our Company**

Pravinbhai N. Patel, Managing Director of our Company is the Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company. For further details, please refer details mentioned in “*Related Party Transactions*” beginning on page 162 of this Red Herring Prospectus.

### **Interest in transactions involving acquisition of land**

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to in the heading titled “*Land and Property*” in the chapter “*Our Business*” beginning on page 115 of the Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

### **Other Indirect Interest**

Except as stated in “*Financial Statements as Restated*” beginning on page 164 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

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

Save and except as stated otherwise in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 164 of this Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Red Herring Prospectus.

## **SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES**

Our Company does not have any Associate Company or subsidiary company as on date of filling the Red Herring Prospectus of the company.

## **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

Following are the changes in directors of our Company in last three years prior to the date of this Red Herring Prospectus.

| Name                | Date of event   | Nature of event | Reason                             |
|---------------------|-----------------|-----------------|------------------------------------|
| Mahendra Patel      | June 18, 2014   | Appointment     | Appointed as Director              |
| Jasvantbhai Patel   | July 22, 2014   | Cessation       | Due to Pre-occupation              |
| Pravinbhai A. Patel | July 22, 2014   | Cessation       | Due to Pre-occupation              |
| Prafulkumar Patel   | July 22, 2014   | Cessation       | Due to Pre-occupation              |
| Pravinbhai N. Patel | August 01, 2014 | Re-Designation  | Re- appointed as Managing Director |
| Kamleshbhai Patel   | August 07, 2014 | Cessation       | Due to Pre-occupation              |
| Bharatbhai Patel    | August 07, 2014 | Cessation       | Due to Pre-occupation              |
| Utkarshkumar Patel  | August 07, 2014 | Cessation       | Due to Pre-occupation              |

| Name                | Date of event      | Nature of event | Reason                            |
|---------------------|--------------------|-----------------|-----------------------------------|
| Jasvantbhai Patel   | January 16,2015    | Appointment     | Appointed as Additional Director  |
| Prafulkumar Patel   | January 16,2015    | Appointment     | Appointed as Additional Director  |
| Pravinbhai A. Patel | January 16,2015    | Appointment     | Appointed as Additional Director  |
| Jasvantbhai Patel   | September 30, 2015 | Re-Designation  | Designated as Director            |
| Prafulkumar Patel   | September 30, 2015 | Re-Designation  | Designated as Director            |
| Pravinbhai A. Patel | September 30, 2015 | Re-Designation  | Designated as Director            |
| Mahendra Patel      | June 20, 2016      | Cessation       | Due to Pre-occupation             |
| Jasvantbhai Patel   | June 20, 2016      | Cessation       | Due to Pre-occupation             |
| Prafulkumar Patel   | June 20, 2016      | Cessation       | Due to Pre-occupation             |
| Babubhai Patel      | June 20, 2016      | Cessation       | Due to Pre-occupation             |
| Mahendra Patel      | January 01, 2017   | Appointment     | Appointed as Additional Director  |
| Mamtabahen Patel    | January 01, 2017   | Appointment     | Appointed as Additional Director  |
| Manilal Patel       | January 01, 2017   | Appointment     | Appointed as Additional Director  |
| Mahendra A. Patel   | May 01, 2017       | Regularisation  | Appointed as Independent Director |
| Mamtabahen Patel    | May 01, 2017       | Regularisation  | Appointed as Independent Director |
| Manilal Patel       | May 01, 2017       | Regularisation  | Appointed as Independent Director |

## BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on May 1, 2017 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit and appropriate, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business), from the financial institutions, Company's banker's, firms, bodies corporate and/or from any other person or persons whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, borrowed by our Company and outstanding at any one time may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100 crore

## CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with NSE. Our Company undertakes all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has 6 directors out of which 3 are Independent Directors. The constitution of our Board is in compliance with section 149 of the Companies Act, 2013

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

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

### A) *Audit Committee*



Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the meeting of the Board of Directors held on April 05, 2017. The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the Listing Regulation, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors:

| Name of the Director | Status      | Nature of Directorship |
|----------------------|-------------|------------------------|
| Mahendra A. Patel    | Chairperson | Independent Director   |
| Mamtabahen Patel     | Member      | Independent Director   |
| Manilal Patel        | Member      | Independent Director   |

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

The Audit Committee shall have following powers:

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

The Audit Committee shall mandatorily review the following information:

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

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ Draft Red Herring Prospectus / Red herring Prospectus/Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;

22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

### **Meeting of Audit Committee and relevant Quorum**

The audit committee shall meet at least 4 times in a year and not more than one hundred and twenty days shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

### ***B) Stakeholder's Relationship Committee***

Our Company has constituted a shareholder / investors grievance committee ("*Stakeholders Relationship Committee*") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on April 05, 2017.

The Stakeholder's Relationship Committee comprises the following Directors:

| <b>Name of the Director</b> | <b>Status</b> | <b>Nature of Directorship</b> |
|-----------------------------|---------------|-------------------------------|
| Mahendra A. Patel           | Chairperson   | Independent Director          |
| Manilal Patel               | Member        | Independent Director          |
| Mamtabahen Patel            | Member        | Independent Director          |

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

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:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/investor's complaints;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company

### **Quorum for Stakeholders Relationship Committee**

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

### ***C) Nomination and Remuneration Committee***

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Compensation committee was approved by a Meeting of the Board of Directors held on April 05, 2017. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

| Name of the Director | Status      | Nature of Directorship |
|----------------------|-------------|------------------------|
| Mahendra A. Patel    | Chairperson | Independent Director   |
| Manilal Patel        | Member      | Independent Director   |
| Mamtabahen Patel     | Member      | Independent Director   |

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

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

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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;
- 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;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 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;
- Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

**Quorum for Nomination and Remuneration Committee**

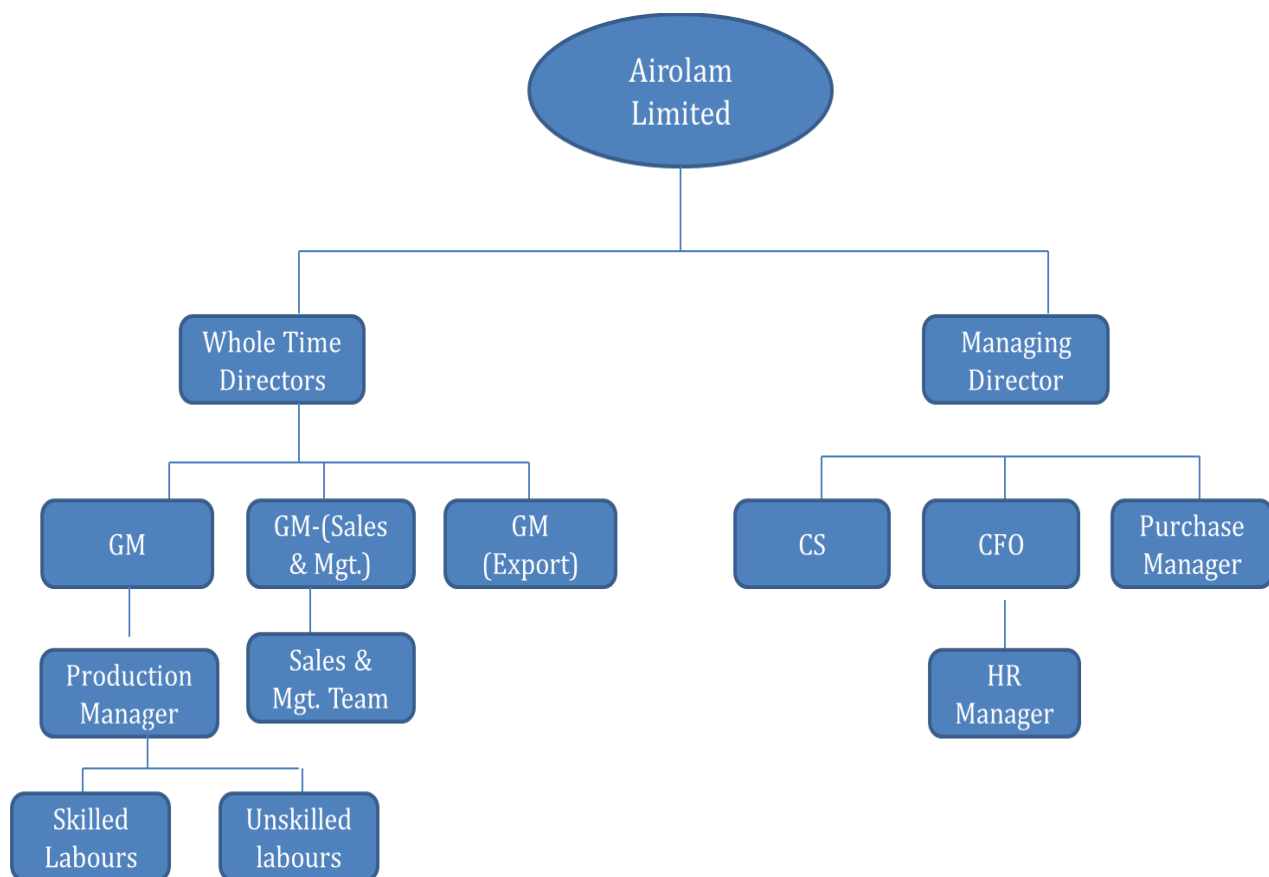
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

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

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of NSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on April 05, 2017 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Ruchi Shah, Company Secretary & Compliance Officer 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.

## ORGANIZATIONAL STRUCTURE



## KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company

### **Pravinbhai N. Patel**

Pravinbhai N. Patel aged 48 years, is Promoter, Chairman & Managing Director of our Company. He has been the Director of our Company since incorporation. He holds a degree in Bachelor of Computer Engineering from Gujarat University. His experience and dedication has contributed in the development of the Company. He is the key person in formulating and implementation of business strategy for growth & expansion and looks after marketing of Maharashtra zone, export zone and purchasing and import as well as overall finance operations.

### **Bharat Patel, Chief Financial Officer**

Bharat Patel, aged 33 years, has been appointed as the Chief Financial Officer of our Company w.e.f. January 01, 2017. He has completed his Bachelor of Commerce from North Gujarat University, Patna. He looks after the administration and finance operation of the company.

### **Ruchi Shah, Company Secretary & Compliance Officer**

Ruchi Shah, aged 24 years, has been appointed as the Company Secretary & Compliance Officer of our Company w.e.f. June 05, 2017. She holds Bachelor degree in Commerce and LLB from Gujarat University.

She is also a Company Secretary by qualification .She looks after the legal and compliance Department of the company.

#### **RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

None of the key managerial personnel are related to the each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employees of our Company.

#### **RELATIONSHIP OF DIRECTORS/ WITH KEY MANAGERIAL PERSONNEL**

None of our Directors of the Company are related to the Key Managerial Personnel within the meaning of section 2(77) of the Companies Act, 2013,

#### **ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS**

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

#### **SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.

| <b>Sr. No.</b> | <b>Name of Shareholder</b> | <b>No. of Shares held</b> | <b>% of Shares held</b> |
|----------------|----------------------------|---------------------------|-------------------------|
| 1.             | Pravinbhai N. Patel        | 11,34,520                 | 10.31                   |

#### **REMUNERATION/ COMPENSATION TO KEY MANAGERIAL PERSONNEL**

Except as disclosed below, none of the Key Managerial Personnel have received any remuneration during the last Financial Year ended 31<sup>st</sup> March, 2017

| <b>Name of the Key Managerial Personnel</b> | <b>Remuneration paid during FY 2016-17<br/>(Rupees in Lakhs)</b> |
|---|--|
| Pravinbhai N. Patel                         | 6.07   |

#### **BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL**

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### **LOANS TO KEY MANAGERIAL PERSONNEL**

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Red Herring Prospectus.

#### **INTEREST OF KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any. Except as

disclosed under heading titled “Shareholding of the Key Managerial Personnel” in the chapter “Our Management” on page 140 of this Red Herring Prospectus none of our Key Managerial Personnel hold any equity shares in our Company. Further, the Managing Director of our Company is also interested to the extent of being Promoter of our Company. For more information, see “Our Promoters and Promoter Group” on page 155 of this Red Herring Prospectus. Except as stated in chapter titled “Related Party Transactions” beginning on page 162 of this red herring Prospectus and as described herein above, our KMPs do not have any other interest in our business. Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel have been paid any consideration of any nature from our Company, other than their remuneration.

#### **CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS**

The changes in the Key Managerial Personnel in the last three years are as follows:

| <b>Name of Managerial Personnel</b> | <b>Designation</b> | <b>Date of Event</b> | <b>Reason</b>                      |
|-------------------------------------|--------------------|----------------------|------------------------------------|
| Pravinbhai N. Patel                 | Managing Director  | August 01, 2014      | Re- appointed as Managing Director |
| Bharat Patel                        | CFO                | January 01,2017      | Appointment                        |
| Ruchi Shah                          | Company Secretary  | June 05, 2017        | Appointment                        |

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

#### **ESOP/ESPS SCHEME TO EMPLOYEES**

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

#### **PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)**

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements*” beginning on page 164 of this Red Herring Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

## OUR PROMOTER AND PROMOTER GROUP

### OUR PROMOTERS

The promoters of our Company are Pravinbhai N. Patel, Sureshbhai Patel, Pravinbhai A. Patel, Prafulkumar Patel and Daxesh Raval as on the date of the Red Herring Prospectus holding in aggregate 43,60,392 Equity Shares representing 39.64% of the pre-issue Paid up Capital of our Company.

**Brief profile of our individual Promoter is as under:**

|   |  |
|---|--|
|   | <p><b>Pravinbhai N. Patel, Promoter, Chairman &amp; Managing Director</b></p> <p>Pravinbhai N. Patel aged 48 years, is Promoter, Chairman &amp; Managing Director of our Company. He has been the Director of our Company since incorporation. He holds a degree in Bachelor of Computer Engineering from Gujarat University and has experience in laminate manufacturing industry for more than 10 years. His experience and dedication has contributed in the development of the Company. He is the key person in formulating and implementation of business strategy for growth &amp; expansion and looks after marketing of Maharashtra zone, export zone and purchasing and import as well as overall finance operations.</p> <p><b>Passport No:</b> K4220317<br/> <b>Driving License:</b> GJ09 19951428487<br/> <b>Voters ID:</b> LQG4068565</p> <p><b>Address:</b> 6-Bajaj Park, Near. Mahakali Mandir, Mahavirnagar, Himmatnagar. Sabarkantha-383001, Gujarat, India</p> <p>For further details relating to Pravinbhai N. Patel, including terms of appointment as our Chairman and Managing Director, other directorships, please refer to the chapter titled “<i>Our Management</i>” beginning on page 140 of this Red Herring Prospectus.</p> |
|  | <p><b>Sureshbhai Patel, Promoter, Whole-Time Director</b></p> <p>Sureshbhai Patel, aged 37 years, is the Promoter and Whole-Time Director of our Company. He handles our marketing of north zone and west zone as well as paper designing.</p> <p><b>Passport No:</b> H7327690<br/> <b>Driving License:</b> GJ09 19980003995<br/> <b>Voters ID:</b> XFL0500678</p> <p><b>Address:</b> C/O Patel Saw Mill, Mehtapura, Himatnagar-38300, Gujarat, India</p> <p>For further details relating to Sureshbhai Patel, including terms of appointment as our Whole Time Director, other directorships, please refer to the chapter titled “<i>Our Management</i>” beginning on page 140 of this Red Herring Prospectus.</p>  |



|   |  |
|---|--|
|    | <p><b>Pravinbhai A. Patel, Promoter, Non- Executive Director</b></p> <p>Pravinbhai A. Patel, aged 36 years, is the Non-Executive Director of our Company. He is also initial subscriber to the MOA and is one of the promoters of our Company. He has relevant experience in in Laminate Industry.</p> <p><b>Passport No:</b> H0422014<br/> <b>Driving License:</b> GJ09/005951/01<br/> <b>Voters ID:</b> LQG5301916</p> <p><b>Address:</b> 6, Yogi Parivar, Kaknol Road, Maharvirnagar, Himmatnagar, 383001, Gujarat, India</p> <p>For further details relating to Pravinbhai A. Patel, including terms of appointment as our Non-Executive Director, other directorships, please refer to the chapter titled “<i>Our Management</i>” beginning on page 140 of this Red Herring Prospectus.</p> |
|   | <p><b>Prafulkumar Patel, Promoter</b></p> <p>Prafulkumar Patel, aged 51 years is the promoter of our Company. He has completed his Bachelor in Commerce from North Gujarat University. He is a visionary entrepreneur who is well versed with different business strategies in laminate industry.</p> <p><b>Passport No:</b> J0746163<br/> <b>Driving License:</b> GJ09 19980004830<br/> <b>Voters ID:</b> LQG5301742</p> <p><b>Address:</b> 2, Yogi Parivar, Near Mahakali Mandir, Himmatnagar, Sabarkantha- 383001 Gujarat, India.</p>   |
|  | <p><b>Daxesh Raval, Promoter</b></p> <p>Daxesh Raval, aged 48 years is the Promoter. He is a farsighted entrepreneur. He has played a pivotal role in the setting up our Company under his administrative supervision.</p> <p><b>Passport No:</b> H5349998<br/> <b>Driving License:</b> GJ09 20060019281<br/> <b>Voters ID:</b> ZCU1312891</p> <p><b>Address:</b> A-123, 12<sup>th</sup> Floor, Mefer Flats, Kanji Maharaj Co Op Housing Society Ltd.</p>  |

## DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Red Herring Prospectus with it.

## INTEREST OF PROMOTERS

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our promoters in our Company, please refer “*Capital Structure*” on page 62 of this Red Herring Prospectus.

Our Promoters may also be deemed to be interested in our Company to the extent of their shareholding/ interest in ventures promoted by them with which our company transacts business during the course of its operations.

Some of our Promoters are Directors and one of our promoter is also KMP of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreement entered into with our company, if any and AoA of our Company. For details please see “*Our Management*” “*Financial Statements*” and “*Capital Structure*” beginning on pages 140, 164 and 62 respectively of this Red Herring Prospectus.

Our promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in this section and “*Related Party Transactions*” and “*Our Management*” on page 162 and 140 of this Red Herring Prospectus respectively, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the filing of the Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group.

## COMMON PURSUITS

Except for Promoter Group Entities, our Promoters and members of our Promoter Group do not have any common pursuits. For further details please refer to chapter titled “*Risk Factors*” on page 20 of this Red Herring Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

## RELATED PARTY TRANSACTIONS

For the transactions with our Promoter, Promoter Group and Group Companies, please refer to section titled —*Related Party Transactions* on page 162 of this Red Herring Prospectus.

Except as stated in “*Related Party Transactions*” beginning on page 162 of this Red Herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

## DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEAR

One of our promoter Sureshbhai Patel has disassociated himself from Ramwood industries and Hi lux Decor except him none of our promoters have disassociated themselves from any entity in the last three years.

## PAYMENT OR BENEFITS TO PROMOTER

Except as stated otherwise in the chapter titled “*Related Party Transactions*” on page 162 of this Red Herring Prospectus, there have been no payments or benefits to the Promoter during the two years prior to filing of this

## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

### A. Individuals related to our Promoter:

| Relationship with Promoter | Pravinbhai N. Patel | Sureshbhai H Patel | Pravinbhai A Patel | Prafulkumar Patel  | Daxesh Raval             |
|----------------------------|---------------------|--------------------|--------------------|--------------------|--------------------------|
| <b>Father</b>              | Nathabhai Patel     | Hansrajbhai Patel  | Amichandbhai Patel | Devchandbhai Patel | Vasantlal Raval          |
| <b>Mother</b>              | Jiviben Patel       | Maniben Patel      | Lakhuben Patel     | Paliben Patel      | Madhuben Raval           |
| <b>Spouse</b>              | Manjulaben Patel    | Hemlataben Patel   | Aartiben Patel     | Kantaben Patel     | Mamta Raval              |
| <b>Daughter</b>            | Jeel Patel          | Khushi Patel       | Astha Patel        | -                  | -                        |
|                            |                     | Rutvi Patel        | Aditi Patel        | -                  |                          |
| <b>Son</b>                 | Yash Patel          | -                  | Samarth Patel      | Chiragbhai Patel   | Karan Raval              |
|                            |                     |                    |                    | Hardikbhai Patel   |                          |
| <b>Brother</b>             | Mahendrabhai Patel  | Amrutbhai Patel    | Jasvantbhai Patel  | -                  | Late Chiragbhai Raval    |
| <b>Sister(s)</b>           | Bhagwatiben Patel   | Manishaben Patel   | Kantaben Patel     | Daxaben Patel      | Falguniben Vipulbhai Aya |
|                            | Kailashben Patel    |                    |                    | Falguniben Patel   |                          |
|                            | Gitaben Patel       |                    |                    |                    |                          |
| <b>Spouse's Father</b>     | Parshotambhai Patel | Madhavjibhai Patel | Vasantbhai Patel   | Amichandbhai Patel | -                        |
| <b>Spouse's Mother</b>     | Gangaben Patel      | Radhaben Patel     | Lilaben Patel      | Lakhuben Patel     | Manjulaben Raval         |
| <b>Spouse's Brother</b>    | Jayantibhai Patel   | Ravibhai Patel     | Miteshbhai Patel   | Jaswantbhai Patel  | Kalpeshbhai Raval        |
|                            |                     |                    | Hetalbhai Patel    | Pravinbhai Patel   |                          |
| <b>Spouse's Sister</b>     | Hansaben Patel      | Jayaben Patel      | Chetnaben Patel    | -                  | Varshaben Patel          |
|                            |                     | Manjulaben Patel   |                    |                    |                          |

### B. Corporates and Entities forming part of our Promoter Group:

1. Pravinbhai A Patel (HUF)
2. Pravinbhai N Patel (HUF)
3. Sureshbhai Patel (HUF)
4. Shivam Microtech
5. Sidwin Fabrics Private Limited
6. Expandus Ceramic
7. Hi-Lux Décor
8. Tirupati Enterprise

9. Mahesh saw mills
10. Petson Corporation
11. Prabhat timber
12. Mahavir Timber Mart
13. Yogeshwar Traders
14. Karnavati wood works
15. Patel saw and floor mill
16. Vinayak Sales
17. Vinayak Buildcon
18. Jalaram Quarry
19. Airona Tiles Limited
20. City Tiles Limited
21. Armania Agro Industries
22. Armania Agro Process
23. Armania Agro Foods
24. Armania Ceramics (India) Private Limited
25. Sterling Ceramics

## RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

None of our Directors of the Company are related to the Key Managerial Personnel within the meaning of section 2(77) of the Companies Act, 2013, except Pravinbhai A Patel is Brother-in-law of Prafulkumar Patel.

## CHANGES IN CONTROL

There has been change in the management and control of our Company in the last three years pursuant to sales/transfer of shares by some of Subscribers to MOA viz. Utkarshbhai Patel, Kamleshbhai Patel and Bharat Patel to other shareholders viz. Pravinbhai A Patel, Aartiben Patel, Jaswantbhai A Patel and Rameshbhai N. Patel.

## LITIGATION INVOLVING OUR PROMOTER

For details of legal and regulatory proceedings involving our Promoter, please refer “*Outstanding Litigation and Material Developments*” on page 211 of this Red Herring Prospectus.

## CONFIRMATIONS

Our Company, our Promoters and members of promoter group are not Wilful Defaulters and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against him.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters and members of the Promoters Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in “*Related Party Transactions*” on page 162 of this Red Herring Prospectus, our Promoters are not related to any of the sundry debtors nor are not beneficiaries of Loans and Advances given by/to our Company.

## **OTHER VENTURES OF OUR PROMOTERS**

Save and except as disclosed in this and chapter titled “Our Group Companies” beginning on page 161 of this Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests / other interests.

## **OUR GROUP COMPANY**

As per the requirements of SEBI Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as Group Companies, which are included in the list of related parties of the Company, under Accounting Standard 18 or other companies as considered material by our Board. Pursuant to a resolution of our Board dated April 5, 2017, for the purpose of disclosure in Red Herring Prospectus for the Issue, a company shall be considered material and disclosed as a Group Company if (i) companies in which the investment in the form of equity or loan by our Company exceeds 10% of the net worth of our Company for the last audited financial year; (ii) where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total revenue of our Company for the last audited financial year; and (iii) any other company which the Board may decide.

As on the date of this Red Herring Prospectus and based on the above mentioned materiality policy, there are no Group Companies of our Company.

## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Annexure XXXIII of restated financial statement under the section titled, “Financial Statements as restated” beginning on page 164 of this Red Herring Prospectus

## **DIVIDEND POLICY**

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years. Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.



**SECTION V – FINANCIAL STATEMENTS AS RE-STATED**  
**Independent Auditor’s Report for the Restated Financial Statements of**  
**Airo Lam Limited**

Report of Auditors on the Restated Financial Information of Airo Lam Limited for each of the years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

To,  
The Board of Directors,  
Airo Lam Limited  
Dalpur, Nananpur Road, Taluka – Prantij  
Himmatnagar - 383120,  
Sabarkantha, Gujarat.

Dear Sir,

1. We Piyush J. Shah & Co. has examined the attached Restated Statement of Asset and Liabilities of Airo Lam Limited (The Company) as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 and the related Restated Statement of Profit & Loss and the related Restated Statement of Cash Flow for the financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (collectively the “Restated Summary Statements” or “Restated Financial Statements”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offer (IPO) in SME Platform of National Stock Exchange Limited (NSE).
2. Such Financial information , which has been approved by the Board of Directors of the Company, has been prepared in accordance with the requirements of:
  - a. Section 26 read with the applicable provisions within Rule-4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act,2013, AS amended (hereinafter referred to as the “Act”);
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009 (“SEBI Regulations”) (“SEBI ICDR Regulations”) issued by the SEBI in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications made thereto from time to time;
  - c. The terms of reference to our engagements with the Company, requesting us to examine the financial information referred to above and proposed to be included in this Draft offer Document / offer Document of the Company in connection with its proposed initial public offer of equity shares in SME Platform of NSE.
3. The Restated Summary Statements of the Company have been extracted by the Management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 which have been approved by the Board of Directors.
4. Financial Statement for the Financial Year ended on March 31, 2017 has been audited by Piyush J. Shah & Co., as required under the Companies Act, 2013. This report in so far as it relates to the amounts included for the Financial Year March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 is based on the audited financial statements of the Company.
5. In accordance with the requirements of Part I of Chapter III of Act, ICDR Regulations , Guidance Note and Engagement Letter , We report that;

- a. The “Restated statement of Assets and Liabilities” as set out in Annexure I to this report of the company as at years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities as restated have been arrived at after making such adjustment and regroupings to the Individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
- b. The “Restated statement of Profit & Loss” as set out in Annexure II to this report of the company for the financial years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Profit & Loss as restated have been arrived at after making such adjustment and regroupings to the Individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
- c. The “Restated statement of Cash Flow” as set out in Annexure III to this report of the company for the financial year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow as restated have been arrived at after making such adjustment and regroupings to the Individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
6. Based on the above, we are of the opinion that the Restated Financial Statements Have been made after incorporating :
  - a. Adjustments if any, for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods.
  - b. Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are not qualifications which require adjustments.
  - c. There are no exceptional and extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - d. These Profits / (Losses) have been arrived at after charging all expenses including depreciation and after making such adjustments / restatement and regroupings as in our opinion are appropriate and are to be read in accordance with Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
7. We have examined the following regrouped / rearranged financial information relating to the company proposed to be included in this Draft offer document / offer document (“Offer Document”) as approved by the Board of Directors of the company and attached to this report for the financial years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.
8. We, M/s. Piyush J. Shah & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
9. The report should not in any way be constructed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor this report be constructed as a new opinion on any of the financial statements referred to therein.
10. In our opinion, the above financial information contained in Annexure I to Annexure XXXIV read with respective Significant Accounting Policies and Notes to Restated Summary Statements as set out

in Annexure IV are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

11. This report is intended solely for the use of Management and for the inclusion in the offer Document in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

12. **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

- a. In the case of “Restated statement of Assets and Liabilities” of the company as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.
- b. In the case of the “Restated statement of Profit & Loss” of the profit of the company for the years ended on that date; and
- c. In the case of “Restated statement of Cash Flow” of the cash flows of the Company for the years ended on that date.

#### Annexure to the Restated Financial Statements

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1. Significant Accounting Policies & Notes to Accounts as per Annexure IV
2. Restated Summary Statement of Accounting Ratios as per Annexure V
3. Restated Statement of Share Capital as per Annexure VI
4. Restated Statement of Reserves and Surplus as per Annexure VII
5. Restated Statement of Long Term Borrowings as per Annexure VIII
6. Restated Statement of Deferred Tax Liabilities as per Annexure IX
7. Restated Statement of Other Long Term Liabilities as per Annexure X
8. Restated Statement of Long Term Provisions as per Annexure XI
9. Restated Statement of Short Term Borrowings as per Annexure XII
10. Restated Statement of Trade Payable as per Annexure XIII
11. Restated Statement of Other Current Liabilities as per Annexure XIV
12. Restated Statement of Short Term Provisions as per Annexure XV
13. Restated Statement of Fixed Assets as per Annexure XVI
14. Restated Statement of Long Term Loans and Advances as per Annexure XVII
15. Restated Statement of Inventories as per Annexure XVIII
16. Restated Statement of Trade Receivables as per Annexure XIX
17. Restated Statement of Cash and cash equivalents as per Annexure XX
18. Restated Statement of Short-term loans and advances as per Annexure XXI
19. Restated Statement of Other Current Assets as per Annexure XXII
20. Restated Statement of Revenue from operations as per Annexure XXIII
21. Restated Statement of Other Income as per Annexure XXIV
22. Restated Statement of Cost of Material Consumed as per Annexure XXV
23. Restated Statement of Changes In Inventories as per Annexure XXVI
24. Restated Statement of Employee Benefit Expenses as per Annexure XXVII
25. Restated Statement of Finance Cost as per Annexure XXVIII
26. Restated Statement of Depreciation & Amortization Expenses as per Annexure XXIX

27. Restated Statement of Other Administration Expenses as per Annexure XXX
28. Capitalization Statement as at 31st March, 2017 as per Annexure XXXI
29. Statement of Tax Shelters as per Annexure XXXII
30. Details of Related Party Transactions as Restated as per Annexure XXXIII
31. Reconciliation of Restated Profit as per Annexure XXXIV

For, Piyush J. Shah & Co.  
Chartered Accountants  
Firm Registration No.: 121172W

Name of Partner: Mr. Piyush J. Shah  
Designation: Partner  
Membership No.: 108670  
Date: 28<sup>th</sup> June, 2017  
Place: Ahmedabad

**Annexure-I**  
**Restated Statements of Assets & Liabilities**

( ` in Lakhs)

| Particulars   | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March 31,<br>2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>I. EQUITY AND LIABILITIES</b>                    |                            |                            |                            |                            |                            |
| <b>1. Shareholders' funds</b>                       |                            |                            |                            |                            |                            |
| (a) Share capital                                   | 550.00                     | 550.00                     | 550.00                     | 550.00                     | 550.00                     |
| (b) Reserves and surplus                            | 1,164.83                   | 975.82                     | 808.63                     | 648.42                     | 500.20                     |
| <b>Sub-Total</b>                                    | <b>1,714.83</b>            | <b>1,525.82</b>            | <b>1,358.63</b>            | <b>1,198.42</b>            | <b>1,050.20</b>            |
| <b>2. Share application money pending allotment</b> | -                          | -                          | -                          | -                          | -                          |
| <b>3. Non-current liabilities</b>                   |                            |                            |                            |                            |                            |
| (a) Long-term borrowings                            | 685.65                     | 630.48                     | 729.89                     | 536.24                     | 373.45                     |
| (b) Deferred tax liabilities (Net)                  | 57.85                      | 73.05                      | 72.90                      | 64.93                      | 57.72                      |
| (c) Other long term liabilities                     | 49.00                      | 44.00                      | 22.50                      | 22.50                      | 37.50                      |
| (d) Long-term provisions                            | 31.57                      | 23.93                      | 11.75                      | 8.73                       | 5.58                       |
| <b>Sub-Total</b>                                    | <b>824.07</b>              | <b>771.46</b>              | <b>837.04</b>              | <b>632.40</b>              | <b>474.25</b>              |
| <b>4. Current liabilities</b>                       |                            |                            |                            |                            |                            |
| (a) Short-term borrowings                           | 1,583.30                   | 1,467.25                   | 1,548.56                   | 1,249.06                   | 1,100.68                   |
| (b) Trade payables                                  | 2,314.85                   | 2,213.00                   | 1,678.26                   | 1,585.59                   | 1,121.63                   |
| (c) Other current liabilities                       | 461.54                     | 177.63                     | 167.37                     | 145.76                     | 236.24                     |
| (d) Short-term provisions                           | 134.06                     | 110.87                     | 54.70                      | 52.54                      | 38.13                      |
| <b>Sub-Total</b>                                    | <b>4,493.75</b>            | <b>3,968.75</b>            | <b>3,448.89</b>            | <b>3,033.05</b>            | <b>2,496.68</b>            |
| <b>TOTAL (1+2+3+4)</b>                              | <b>7,032.65</b>            | <b>6,266.03</b>            | <b>5,644.55</b>            | <b>4,863.87</b>            | <b>4,021.13</b>            |
| <b>II. ASSETS</b>                                   |                            |                            |                            |                            |                            |
| <b>1. Non-current assets</b>                        |                            |                            |                            |                            |                            |
| (a) (i) Fixed assets                                | 1,062.83                   | 1,147.62                   | 1,228.12                   | 1,247.65                   | 1,076.33                   |
| (ii) Fixed assets under development                 | 6.77                       | -                          | -                          | -                          | -                          |
| (b) Non-current investments                         | -                          | -                          | -                          | -                          | -                          |
| (c) Deferred tax assets (net)                       | -                          | -                          | -                          | -                          | -                          |
| (d) Long-term loans and advances                    | 22.99                      | 22.99                      | 22.99                      | 19.55                      | 16.59                      |
| <b>Sub-Total</b>                                    | <b>1,092.59</b>            | <b>1,170.61</b>            | <b>1,251.11</b>            | <b>1,267.20</b>            | <b>1,092.92</b>            |
| <b>2. Current assets</b>                            |                            |                            |                            |                            |                            |
| (a) Inventories                                     | 2,095.64                   | 1,871.64                   | 1,754.00                   | 1,771.56                   | 1,392.97                   |
| (b) Trade receivables                               | 3,660.48                   | 3,046.95                   | 2,320.36                   | 1,683.08                   | 1,383.78                   |
| (c) Cash and cash equivalents                       | 59.00                      | 70.99                      | 207.09                     | 55.73                      | 58.69                      |
| (d) Short-term loans and advances                   | 66.92                      | 61.33                      | 35.65                      | 42.46                      | 79.50                      |
| (e) Other current assets                            | 58.02                      | 44.51                      | 76.34                      | 43.84                      | 13.27                      |
| <b>Sub-Total</b>                                    | <b>5,940.06</b>            | <b>5,095.42</b>            | <b>4,393.44</b>            | <b>3,596.67</b>            | <b>2,928.21</b>            |
| <b>TOTAL (1+2)</b>                                  | <b>7,032.65</b>            | <b>6,266.03</b>            | <b>5,644.55</b>            | <b>4,863.87</b>            | <b>4,021.13</b>            |

**Annexure-II**

**Restated Statement of Profit and Losses**

(₹ in Lakhs)

| <b>Particulars</b>   | <b>For the<br/>FY<br/>2016-17</b> | <b>For the<br/>FY<br/>2015-16</b> | <b>For the<br/>FY<br/>2014-15</b> | <b>For the<br/>FY<br/>2013-14</b> | <b>For the FY<br/>2012-13</b> |
|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-------------------------------|
| I. Revenue from operations   | 7,085.91                          | 6,379.18                          | 6,705.90                          | 6,391.42                          | 5,516.74                      |
| II. Other income   | 60.66                             | 27.22                             | 16.83                             | 25.55                             | 1.27                          |
| <b>III. Total Revenue (I + II)</b>   | <b>7,146.57</b>                   | <b>6,406.40</b>                   | <b>6,722.73</b>                   | <b>6,416.97</b>                   | <b>5,518.01</b>               |
| IV. Expenses:  |                                   |                                   |                                   |                                   |                               |
| Cost of materials consumed   | 4,710.11                          | 4,674.55                          | 4,888.41                          | 4,860.20                          | 3,807.41                      |
| Increase / (Decrease) in Inventories   | (146.90)                          | (228.46)                          | 82.68                             | (170.66)                          | 209.02                        |
| Employee Benefit Expense   | 490.07                            | 386.45                            | 255.30                            | 240.68                            | 189.01                        |
| Financial Costs  | 253.40                            | 215.26                            | 256.66                            | 214.12                            | 245.33                        |
| Depreciation & Amortization Expense  | 180.24                            | 126.54                            | 138.04                            | 153.56                            | 153.04                        |
| Other Administration Expenses  | 1,376.95                          | 982.31                            | 864.02                            | 899.33                            | 704.63                        |
| <b>Total expenses</b>  | <b>6,863.87</b>                   | <b>6,156.65</b>                   | <b>6,485.11</b>                   | <b>6,197.23</b>                   | <b>5,308.44</b>               |
| <b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>   | <b>282.70</b>                     | <b>249.75</b>                     | <b>237.62</b>                     | <b>219.74</b>                     | <b>209.57</b>                 |
| VI. Exceptional items  | -                                 | -                                 | -                                 | -                                 | -                             |
| <b>VII. Profit before extraordinary items and tax (V - VI)</b>                 | <b>282.70</b>                     | <b>249.75</b>                     | <b>237.62</b>                     | <b>219.74</b>                     | <b>209.57</b>                 |
| VIII. Extraordinary Items-   | -                                 | -                                 | -                                 | -                                 | -                             |
| <b>IX. Profit before tax (VII-VIII)</b>  | <b>282.70</b>                     | <b>249.75</b>                     | <b>237.62</b>                     | <b>219.74</b>                     | <b>209.57</b>                 |
| X. Tax expense:  |                                   |                                   |                                   |                                   |                               |
| (1) Current tax  | 108.90                            | 82.41                             | 69.44                             | 64.31                             | 62.95                         |
| (2) Deferred tax   | (15.21)                           | 0.15                              | 7.98                              | 7.21                              | 3.71                          |
| (3) Current tax expense relating to prior years                                | -                                 | -                                 | -                                 | -                                 | -                             |
| <b>XI. Profit (Loss) for the period from continuing operations (VII-VIII)</b>  | <b>189.01</b>                     | <b>167.19</b>                     | <b>160.20</b>                     | <b>148.22</b>                     | <b>142.91</b>                 |
| XII. Profit/(loss) from discontinuing operations                               | -                                 | -                                 | -                                 | -                                 | -                             |
| XIII. Tax expense of discontinuing operations                                  | -                                 | -                                 | -                                 | -                                 | -                             |
| <b>XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b> | <b>-</b>                          | <b>-</b>                          | <b>-</b>                          | <b>-</b>                          | <b>-</b>                      |
| <b>XV. Profit (Loss) for the period (XI + XIV)</b>                             | <b>189.01</b>                     | <b>167.19</b>                     | <b>160.20</b>                     | <b>148.22</b>                     | <b>142.91</b>                 |
| XVI. Earnings per equity share:  |                                   |                                   |                                   |                                   |                               |
| (1) Basic  | 1.72                              | 1.52                              | 1.46                              | 1.35                              | 1.30                          |
| (2) Diluted  | 1.72                              | 1.52                              | 1.46                              | 1.35                              | 1.30                          |

**Annexure-III**  
**Restated Statement of Cash Flow**

( in Lakhs)

| Particulars   | As at<br>March 31,<br>2017 | As at<br>March 31,<br>2016 | As at<br>March 31,<br>2015 | As at<br>March 31,<br>2014 | As at<br>March 31,<br>2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>       |                            |                            |                            |                            |                            |
| Restated Net profit Before Tax and Extraordinary Items  | 282.70                     | 249.75                     | 237.62                     | 219.74                     | 209.57                     |
| <b>Adjustments For:</b>                                 |                            |                            |                            |                            |                            |
| Depreciation  | 180.24                     | 126.54                     | 125.64                     | 120.64                     | 120.12                     |
| Amortization of Deferred Revenue Expenditure            | -                          | -                          | 12.40                      | 32.92                      | 32.92                      |
| Interest Received                                       | (4.57)                     | (7.53)                     | (25.72)                    | (0.76)                     | (1.67)                     |
| Provision for Gratuity Expenses                         | 7.80                       | 12.42                      | 3.10                       | 3.21                       | 1.66                       |
| Net (gain) / loss on Foreign Exchanges                  | (3.17)                     | (6.37)                     | 18.21                      | (9.46)                     | 8.88                       |
| Interest and Finance Charges                            | 253.40                     | 215.26                     | 256.66                     | 214.12                     | 245.33                     |
| <b>Operating Profit before working capital changes</b>  | <b>716.40</b>              | <b>590.07</b>              | <b>627.91</b>              | <b>580.41</b>              | <b>616.81</b>              |
| <b>Adjustment For:</b>                                  |                            |                            |                            |                            |                            |
| Decrease/(Increase) in Inventories                      | (224.00)                   | (117.64)                   | 17.55                      | (378.59)                   | 92.02                      |
| Decrease/(Increase) in Trade receivables                | (613.53)                   | (726.59)                   | (637.28)                   | (299.30)                   | (355.95)                   |
| Decrease/(Increase) in Short-term loans and advances    | (5.59)                     | (25.68)                    | 6.81                       | 37.04                      | 28.62                      |
| Decrease/(Increase) in Long Term Loans and Advances     | -                          | -                          | (3.44)                     | (2.96)                     | (3.81)                     |
| Decrease/(Increase) in other current assets             | (13.51)                    | 31.83                      | (32.50)                    | (30.57)                    | (13.27)                    |
| Decrease/(Increase) in Trade Payables                   | 101.85                     | 534.74                     | 92.67                      | 463.96                     | 271.03                     |
| Decrease/(Increase) in Other Current Liabilities        | 283.91                     | 10.26                      | 21.61                      | (90.48)                    | 10.00                      |
| Decrease/(Increase) in Other long term Liabilities      | 5.00                       | 21.50                      | -                          | (15.00)                    | (46.00)                    |
| Decrease/(Increase) in long Term Provisions             | (0.16)                     | (0.24)                     | (0.08)                     | (0.06)                     | (0.10)                     |
| Decrease/(Increase) in Short Term Provisions            | (36.71)                    | (0.50)                     | (36.38)                    | (28.80)                    | (7.98)                     |
| <b>Cash Generated from Operations</b>                   | <b>213.66</b>              | <b>317.75</b>              | <b>56.87</b>               | <b>235.65</b>              | <b>591.37</b>              |
| Taxes Paid  | (49.00)                    | (25.73)                    | (31.00)                    | (21.00)                    | (25.50)                    |
| <b>Net Cash From/(Used In) Operating Activities (A)</b> | <b>164.66</b>              | <b>292.02</b>              | <b>25.87</b>               | <b>214.65</b>              | <b>565.87</b>              |
| <b>Cash Flow From Investing Activities</b>              |                            |                            |                            |                            |                            |
| (Purchase) / Sale of Fixed Assets/ Capital Work In      | (102.22)                   | (46.04)                    | (106.11)                   | (291.96)                   | (67.32)                    |

|   |                |                 |                |                 |                 |
|---|----------------|-----------------|----------------|-----------------|-----------------|
| Progress  |                |                 |                |                 |                 |
| Interest Received   | 4.57           | 7.53            | 25.72          | 0.76            | 1.67            |
| <b>Net Cash From/(Used In ) Investing Activities (B)</b>      | <b>(97.65)</b> | <b>(38.51)</b>  | <b>(80.39)</b> | <b>(291.20)</b> | <b>(65.65)</b>  |
| <b>Cash Flow From Financing Activities</b>                    |                |                 |                |                 |                 |
| Interest and Finance Charges                                  | (253.40)       | (215.26)        | (256.66)       | (214.12)        | (245.33)        |
| (Decrease)/Increase in Short Term Borrowing                   | 116.06         | (81.31)         | 299.50         | 148.38          | (109.65)        |
| (Decrease)/Increase in Long Term Borrowing                    | 55.17          | (99.41)         | 193.65         | 162.79          | (104.23)        |
| Amortization of Deferred Revenue Expenditure                  | -              | -               | (12.40)        | (32.92)         | (32.92)         |
| Net gain / loss on Foreign Exchanges                          | 3.17           | 6.37            | (18.21)        | 9.46            | (8.88)          |
| <b>Net Cash From Financing Activities (c)</b>                 | <b>(79.00)</b> | <b>(389.61)</b> | <b>205.88</b>  | <b>73.59</b>    | <b>(501.01)</b> |
| <b>Net Increase / (Decrease) in Cash (A)+(B)+(C)</b>          | <b>(11.99)</b> | <b>(136.10)</b> | <b>151.36</b>  | <b>(2.96)</b>   | <b>(0.79)</b>   |
| <b>Cash and Cash equivalents at the beginning of the year</b> | <b>70.99</b>   | <b>207.09</b>   | <b>55.73</b>   | <b>58.69</b>    | <b>59.48</b>    |
| <b>Cash and Cash equivalents at the end of the year</b>       | <b>59.00</b>   | <b>70.99</b>    | <b>207.09</b>  | <b>55.73</b>    | <b>58.69</b>    |

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

(II) Figures in Brackets represent outflows.

(III) The above statement should be read with the restated statement of profit and loss, cash flow statements, significant accounting policies and notes to restated summary statements as appearing in Annexure I, II, respectively.



**Annexure-IV**  
**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**(A) Corporate Information :**

Airo Lam Limited is engaged in the business of Manufacturing & Supply of all kind of Decorative Laminates, Laminate Sheets, Boards, Panels, Plywood, Block Boards etc. The Factory is located at Survey No: 355, Nanapur Road, NH -8, Village: Dalpur, Taluka-Prantij, Gujarat - 383 120 (India).

The Company's products adhere to high quality standards and it has got ISO 9001:2008 certification.

**(B) Basis of Preparation :**

The Restated Summary Statements of Assets and Liabilities of the Company as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013, and the related Restated Summary Statements of Profits and Losses and Cash Flows Statement as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013, (herein collectively referred to as "Restated Summary Statements") have been compiled by management from the financial statements of the company for the period ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

The Restated financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), Accounting Standards issued by the Institute of Chartered Accountants of India, as applicable, and the relevant provisions of the Companies Act, 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used for the purpose of preparation of financial statements for the period ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filled by the company with the Securities and Exchange Board of India ('SEBI') in connection with its proposed Initial Public Offering.

Restated Summary Statements of assets and liabilities, profits and losses and cash flows have been prepared to comply in all material respect with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-Section (1) of Section 26 of Chapter III of the Companies Act, 2013 read with rules 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26, 2009 as amended from time to time.

**(C) Significant Accounting Policies :**

**(a) Use of Estimates :**

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

**(b) Fixed Assets :**

Fixed Assets are stated at their acquisition cost less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to use where applicable together with any incidental expenses of acquisition / installation. Cost of acquisition includes borrowing costs that are directly attributable to the acquisition / construction of qualifying assets.

**(c) Depreciation:**

Depreciation on Fixed Assets has been provided on written down value method, on the cost of Fixed Assets as per the rates, provided in Schedule XIV of the Companies Act, 1956 till March 31, 2014, w.e.f. April 01, 2014 depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013, except non charging of 100% depreciation on assets costing below ` 5000/-. Further, in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned.

**(d) Revenue Recognition:**

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. Sales comprises sale of goods and services, net of trade discounts and include exchange differences arising on sales transactions.

**(e) Foreign Currency Transactions :**

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the Balance Sheet Date. All exchange differences are dealt with in Profit and Loss Account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

**(f) Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**(g) Employee Benefits:**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

**Gratuity:**

Gratuity is payable as and when due as per AS - 15 "Employee Benefits", which has become mandatory. The quantum of Gratuity payable is worked out and the effect of the same is given on profit and loss account.

**(h) Taxation :**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act, 1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Deferred Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

**(i) Borrowing Cost :**

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they are incurred.

**(j) Segment Reporting :**

Considering the nature of Business and financial reporting of the company the company does not have more than one reportable segment as per the provisions of AS - 17 "Segment Reporting". Hence segment information is not provided.

**(k) Provisions and Contingent Liabilities :**

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**(l) Earnings per share :**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**(m) Inventories :**

Inventories are valued at lower of cost or net realizable value. Inventories are taken as valued and certified by the management of the company.

**(n) Excise Duty :**

Excise Duty is charged on ad-valorem basis and is accounted for when the goods are cleared from factory site.

**(o) Lease :**

**Operating Lease:**

Rentals are expensed with reference to Lease term and other consideration.

**ANNEXURE-V**  
**RESTATED SUMMARY STATEMENT OF ACCOUNTING RATIOS**  
**(No. of Shares in Lakhs)**

| <b>Ratio</b>   | <b>As at<br/>March<br/>31, 2017</b> | <b>As at<br/>March<br/>31, 2016</b> | <b>As at<br/>March<br/>31, 2015</b> | <b>As at<br/>March<br/>31, 2014</b> | <b>As at<br/>March<br/>31, 2013</b> |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <b>A Basic Earnings per Share</b>  |                                     |                                     |                                     |                                     |                                     |
| Restated PAT as per statement of profit and loss (Including Extra Ordinary Items)(B-1)   | 189.01                              | 167.19                              | 160.20                              | 148.22                              | 142.91                              |
| Restated PAT as per statement of profit and loss (Excluding Extra Ordinary Items)(B-2)   | 189.01                              | 167.19                              | 160.20                              | 148.22                              | 142.91                              |
| Weighted average number of equity shares at the end of the year/ period(C)   | 55.00                               | 55.00                               | 55.00                               | 55.00                               | 55.00                               |
| Add: Impact of Capital Structure undergoing change on account of capitalization of reserves Prior to 31st March, 2017 on account of Bonus Shares Issued to Existing Equity Shareholders      | -                                   | -                                   | -                                   | -                                   | -                                   |
| Add: Impact of Capital Structure undergoing change on account of capitalization of reserves subsequent to 31st March, 2017 on account of Bonus Shares Issued to Existing Equity Shareholders | 55.00                               | 55.00                               | 55.00                               | 55.00                               | 55.00                               |
| Weighted average number of equity shares considered for calculating basic EPS(C)   | 110.00                              | 110.00                              | 110.00                              | 110.00                              | 110.00                              |
| Share capital as at the end of the year  | 550.00                              | 550.00                              | 550.00                              | 550.00                              | 550.00                              |
| <b>Earnings Per Share</b>  |                                     |                                     |                                     |                                     |                                     |
| Basic & Diluted (Rs)* (Including Extra Ordinary Items)   | <b>1.72</b>                         | <b>1.52</b>                         | <b>1.46</b>                         | <b>1.35</b>                         | <b>1.30</b>                         |
| Basic & Diluted (Rs)* (Excluding Extra Ordinary Items)   | <b>1.72</b>                         | <b>1.52</b>                         | <b>1.46</b>                         | <b>1.35</b>                         | <b>1.30</b>                         |

|   |         |         |         |         |         |
|---|---------|---------|---------|---------|---------|
| <b>B Net Asset value per Equity Share</b>   |         |         |         |         |         |
| Net Worth , as Restated   | 1714.83 | 1525.82 | 1358.63 | 1198.42 | 1050.20 |
| No. of Equity Share Outstanding   | 55.00   | 55.00   | 55.00   | 55.00   | 55.00   |
| Add: Impact of Capital Structure undergoing change on account of capitalization of reserves Prior to 30th September, 2015 on account of Bonus Shares Issued to Existing Equity Shareholders | -       | -       | -       | -       | -       |

|  |              |              |              |              |             |
|--|--------------|--------------|--------------|--------------|-------------|
| Add: Impact of Capital Structure undergoing change on account of capitalization of reserves subsequent to 30th September, 2015 on account of Bonus Shares Issued to Existing Equity Shareholders | 55.00        | 55.00        | 55.00        | 55.00        | 55.00       |
| No. of Equity Share Outstanding, Considered  | 110.00       | 110.00       | 110.00       | 110.00       | 110.00      |
| Net Asset value per Equity Share   | <b>15.59</b> | <b>13.87</b> | <b>12.35</b> | <b>10.89</b> | <b>9.55</b> |

|   |               |               |               |               |               |
|---|---------------|---------------|---------------|---------------|---------------|
| <b>C Return on net worth</b>                                      |               |               |               |               |               |
| Net Profit after Tax As Restated (Including Extra Ordinary Items) | 189.01        | 167.19        | 160.20        | 148.22        | 142.91        |
| Net Profit after Tax As Restated (Excluding Extra Ordinary Items) | 189.01        | 167.19        | 160.20        | 148.22        | 142.91        |
| Net Worth , as Restated   | 1714.83       | 1525.82       | 1358.63       | 1198.42       | 1050.20       |
| Return on net worth (%) (Including Extra Ordinary Items)          | <b>11.02%</b> | <b>10.96%</b> | <b>11.79%</b> | <b>12.37%</b> | <b>13.61%</b> |
| Return on net worth (%) (Excluding Extra Ordinary Items)          | <b>11.02%</b> | <b>10.96%</b> | <b>11.79%</b> | <b>12.37%</b> | <b>13.61%</b> |
| Nominal value per equity share (₹)                                | 10.00         | 10.00         | 10.00         | 10.00         | 10.00         |

**Notes:**

1. The ratios have been Computed as per the following formulas:

(i) Basic Earning per Share

$$\frac{\text{Net Profit after tax, as restated for the year, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

(ii) Net Asset Value (NAV)

$$\frac{\text{Net Asset Value, as restated, at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$$

(iii) Return on Net Worth(%)

$$\frac{\text{Net Profit after tax, as restated for the year, attributable to equity shareholders}}{\text{Net worth as restated, at the end of the year}}$$

2. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.

3. Earning per share calculations are done in accordance with Accounting Standard 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India.

4. During the years under reporting in the Restated Financial Statement, company has not undergone any change in its capital structure.

**ANNEXURE-VI**  
**Restated Statement of Share Capital**

( in Lakhs)

**1. Statement of Share Capital**

| Particulars                                   | As at<br>March<br>31, 2017 | As at<br>March 31,<br>2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>Authorized</b>                             |                            |                            |                            |                            |                            |
| Equity shares of RS. 10/- each                | 600.00                     | 600.00                     | 600.00                     | 600.00                     | 600.00                     |
|   |                            |                            |                            |                            |                            |
| Issued , Subscribed and Fully paid up Capital | <b>550.00</b>              | <b>550.00</b>              | <b>550.00</b>              | <b>550.00</b>              | <b>550.00</b>              |

Terms/rights attached to equity shares

1. The company has only one class of Equity Shares having par value of Rs. 10/-per share. Each holder of Equity shares is entitled to one Vote per share.

2. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

**2. Reconciliation of Shares outstanding at the beginning and at the end of the Period**

| Particulars                               | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| At the beginning of the period            | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  |
| Issued during the year                    | -                          | -                          | -                          | -                          | -                          |
| Redeemed or bought back during the period | -                          | -                          | -                          | -                          | -                          |
| Outstanding at the end of the Period      | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  |

**3. For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:**

| Particulars  | As at<br>March<br>31, 2017 | As at<br>March 31,<br>2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  | 55,00,000                  |
| Aggregate number and class of shares allotted as fully paid up by way of bonus shares.   | -                          | -                          | -                          | -                          | -                          |
| Aggregate number and class of shares bought back.  | -                          | -                          | -                          | -                          | -                          |

#### 4. Details of Shareholders holding more than 5% shares in the company

| Particulars                   | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 | As at March 31, 2013 |
|-------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Name of Shareholders          | % holding            | % holding            | % holding            | % holding            | % holding            |
| Pravinbhai Amichandbhai Patel | 15.25                | -                    | -                    | -                    | -                    |
| Prafulkumar D Patel           | 6.60                 | 6.45                 | 6.45                 | 6.45                 | 6.45                 |
| Bharatbhai D Patel            | 6.07                 | 6.31                 | 6.31                 | 6.31                 | 6.31                 |
| Pravinbhai N Patel            | 9.25                 | 6.34                 | 6.34                 | 6.34                 | 6.34                 |
| Mahendra N patel              | 5.63                 | -                    | -                    | -                    | -                    |

#### ANNEXURE-VII Restated Statement of Reserves and Surplus

(` in Lakhs)

| Particulars   | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 | As at March 31, 2013 |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|
| <b>A. Security premium account</b>                                  |                      |                      |                      |                      |                      |
| Opening Balance   | 200.00               | 200.00               | 200.00               | 200.00               | 200.00               |
| Add: Securities premium accounts credited on account of share issue | -                    | -                    | -                    | -                    | -                    |
| Less : Deletion for issue of Bonus Shares                           | -                    | -                    | -                    | -                    | -                    |
| Closing Balance   | <b>200.00</b>        | <b>200.00</b>        | <b>200.00</b>        | <b>200.00</b>        | <b>200.00</b>        |
| <b>B. Profit loss account</b>                                       |                      |                      |                      |                      |                      |
| Opening Balance   | 775.82               | 608.63               | 448.42               | 300.20               | 157.29               |
| Add: Net Profit/(Loss) for the year                                 | 189.01               | 167.19               | 160.20               | 148.22               | 142.91               |
| Closing Balance   | <b>964.83</b>        | <b>775.82</b>        | <b>608.63</b>        | <b>448.42</b>        | <b>300.20</b>        |
|   |                      |                      |                      |                      |                      |
| <b>Total A+B</b>  | <b>1,164.83</b>      | <b>975.82</b>        | <b>808.63</b>        | <b>648.42</b>        | <b>500.20</b>        |

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

**Annexure VIII**  
**Restated Statement of Long Term Borrowings**

( ` in Lakhs)

| Particulars  | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March 31,<br>2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
|  |                            |                            |                            |                            |                            |
| <b>A. From Banks (Secured)</b>                             | 21.47                      | 101.52                     | 188.08                     | 112.82                     | -                          |
| <b>Total</b>   | <b>21.47</b>               | <b>101.52</b>              | <b>188.08</b>              | <b>112.82</b>              | <b>-</b>                   |
|  |                            |                            |                            |                            |                            |
| <b>B. From Directors</b>                                   |                            |                            |                            |                            |                            |
| Loan from Director   | 98.13                      | 130.72                     | 191.40                     | 64.73                      | 62.23                      |
| <b>Total</b>   | <b>98.13</b>               | <b>130.72</b>              | <b>191.40</b>              | <b>64.73</b>               | <b>62.23</b>               |
|  |                            |                            |                            |                            |                            |
| <b>C. From Related Parties,<br/>Shareholders and NBFCs</b> |                            |                            |                            |                            |                            |
| Loan from Related Parties,<br>Shareholders and NBFCs       | 566.05                     | 398.24                     | 350.41                     | 358.69                     | 311.22                     |
| <b>Total</b>   | <b>566.05</b>              | <b>398.24</b>              | <b>350.41</b>              | <b>358.69</b>              | <b>311.22</b>              |
|  |                            |                            |                            |                            |                            |
| <b>Total (A+B+C)</b>                                       | <b>685.65</b>              | <b>630.48</b>              | <b>729.89</b>              | <b>536.24</b>              | <b>373.45</b>              |

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

**Sub Note : 1**

The company have accepted Interest free long term loans amounting to ` 107.62/- from directors, which includes interest of ` 9.49/- till F.Y. 2015-16.

**Sub Note : 2**

The company have accepted Interest free long term loans amounting to ` 329.18/- from shareholders & relatives of the directors and/or promoters, which includes interest of ` 38.48/- till F.Y. 2015-16.

**Sub Note : 3**

i) Business Loan of Rs. 4,000,000/- from Magma Fincorp Limited is repayable in 36 months at the IRR of 16.50% per annum.

ii) Business Loan of Rs. 3,000,000/- from TATA Capital Financial Services Limited is repayable in 24 months at the rate of 16.12% per annum.

ii) Business Loan of Rs. 2,525,000/- from Bajaj Finserv Ltd is repayable in 12 months at the rate of 16.00% per annum.

**Sub Note : 4**



i) Business Loan of Rs. 3,000,000/- of HDFC Bank Limited is repayable in 24 instalments at the rate of 14.99% per annum.

ii) Personal Loan of Rs. 2,500,000/- of ICICI Bank Limited is repayable in 24 instalments at the rate of 15.50% per annum.

#### **Sub Note : 5**

i) The Punjab National Bank have sanctioned three term loans to the company of Rs. 424/- Lakhs at the Interest rate of 11.60% per annum.

ii) Vehicle Loan of Rs. 581,000/- from Kotak Mahindra Bank Limited is repayable in 36 months at the rate of 11.05% per annum and secured against car.

#### **Principal Terms and Conditions of Long Term Borrowings:**

| Type of Facility  | As at 31 <sup>st</sup> March, 2017 | Rate of Interest | Repayment                     | Security                 |
|---|------------------------------------|------------------|-------------------------------|--------------------------|
| Business Loan - Magma Fincorp Limited                   | 31.31                              | 16.50%           | 36 Equal monthly Instalments  | Refer Sub Note - 3 (i)   |
| Business Loan - TATA Capital Financial Services Limited | 19.55                              | 16.12%           | 24 Equal monthly Installments | Refer Sub Note - 3 (ii)  |
| Bajaj Finance   | 6.49                               | 16.00%           | 12 Equal monthly Installments | Refer Sub Note - 3 (iii) |
| HDFC Bank   | 19.78                              | 14.99%           | 24 Equal monthly Installments | Refer Sub Note - 4 (i)   |
| ICICI Bank  | 16.26                              | 15.50%           | 24 Equal monthly Installments | Refer Sub Note - 4 (ii)  |
| Term Loan - Punjab National Bank -1                     | 145.50                             | 11.60%           | 48 Equal monthly Installments | Refer Sub Note - 5 (i)   |
| Term Loan - Punjab National Bank -2                     | 109.92                             | 11.60%           | 40 Equal monthly Installments | Refer Sub Note - 5 (i)   |
| Term Loan - Punjab National Bank -3                     | 37.27                              | 11.60%           | 60 Equal monthly Installments | Refer Sub Note - 5 (i)   |
| Vehicle Loan - Kotak Mahindra Bank                      | 1.40                               | 11.05%           | 36 Equal monthly Installments | Refer Sub Note - 5 (ii)  |

#### **Annexure IX**

#### **Restated Statement of Deferred Tax Liabilities**

(C in Lakhs)

| Particulars                       | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 | As at March 31, 2013 |
|-----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Deferred tax liability            | 57.85                | 73.05                | 72.90                | 64.93                | 57.72                |
| <b>Net deferred tax liability</b> | <b>57.85</b>         | <b>73.05</b>         | <b>72.90</b>         | <b>64.93</b>         | <b>57.72</b>         |

**Annexure X**  
**Restated Statement of Other Long Term Liabilities**

( ` in Lakhs)

| Particulars                | As at<br>March 31,<br>2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Deposits from distributors | 49.00                      | 44.00                      | 22.50                      | 22.50                      | 37.50                      |
| <b>Total</b>               | <b>49.00</b>               | <b>44.00</b>               | <b>22.50</b>               | <b>22.50</b>               | <b>37.50</b>               |

Sub Note: 1

The company has accepted interest free deposit, as on March 31, 2017, from the distributors against supply of goods as per the policy of the Company.

**Annexure XI**  
**Restated Statement of Long Term Provisions**

( ` in Lakhs)

| Particulars                      | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|----------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Provisions for Employee Benefits | 31.57                      | 23.93                      | 11.75                      | 8.73                       | 5.58                       |
| <b>Total</b>                     | <b>31.57</b>               | <b>23.93</b>               | <b>11.75</b>               | <b>8.73</b>                | <b>5.58</b>                |

**Sub Note:**

The company have provided for the gratuity based on AS-15 "Employee Benefits" as per actuarial valuation.

**Annexure XII**  
**Restated Statement of Short Term Borrowings**

( ` in Lakhs)

| Particulars                            | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b><u>Loan Repayable on Demand</u></b> |                            |                            |                            |                            |                            |
| <b>A. From Banks (Secured)</b>         |                            |                            |                            |                            |                            |
| Working Capital Loans                  | 1,583.30                   | 1,467.25                   | 1,548.56                   | 1,249.06                   | 1,100.68                   |
| <b>Total</b>                           | <b>1,583.30</b>            | <b>1,467.25</b>            | <b>1,548.56</b>            | <b>1,249.06</b>            | <b>1,100.68</b>            |

**Sub Note:**

Punjab National Bank Cash Credit outstanding as on March 31, 2017 is secured against hypothecation of stock with netting off of sundry creditors and Book Debts i.e. entire current assets (present and future) of the company including stock of raw material, stock in process, finished goods, consumables, receivables, stores, spares, at the rate of 11.30%.

**Annexure XIII**  
**Restated Statement of Trade Payable**

( ₹ in Lakhs)

| Particulars                        | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March 31,<br>2013 |
|------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Sundry Creditors for Goods         | 2,187.52                   | 2,104.99                   | 1,565.38                   | 1,469.04                   | 1,054.97                   |
| Sundry Creditors for Capital Goods | 4.14                       | 7.71                       | 9.40                       | 16.02                      | 6.68                       |
| Sundry Creditors for Expenses      | 123.19                     | 100.30                     | 103.48                     | 100.53                     | 59.98                      |
| <b>Total</b>                       | <b>2,314.85</b>            | <b>2,213.00</b>            | <b>1,678.26</b>            | <b>1,585.59</b>            | <b>1,121.63</b>            |

Note: The company is not in position to identify the amount of balances due to MSME undertakings in absence of sufficient information from suppliers regarding their status as MSME undertakings.

**Annexure XIV**  
**Restated Statement of Other Current Liabilities**

( ₹ in Lakhs)

| Particulars                           | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|---------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Other Payables                        | 74.67                      | 63.35                      | 66.68                      | 15.93                      | 30.54                      |
| Current maturities of long term loans | 336.16                     | 50.04                      | 29.84                      | 53.51                      | 124.62                     |
| Interest due on Deposits/Borrowings   | 50.71                      | 64.24                      | 59.64                      | 60.72                      | 51.81                      |
| Taxes payable other tax               | -                          | -                          | 11.21                      | 15.60                      | 29.27                      |
| <b>Total</b>                          | <b>461.54</b>              | <b>177.63</b>              | <b>167.37</b>              | <b>145.76</b>              | <b>236.24</b>              |

**Sub Note : 1**

- i) Business Loan of Rs. 4,000,000/- from Magma Fincorp Limited is payable in 36 months at the IRR of 16.50% per annum.
- ii) Business Loan of Rs. 3,000,000/- from TATA Capital Financial Services Limited is payable in 24 months at the rate of 16.12% per annum.
- iii) Business Loan of Rs. 2,525,000/- from Bajaj Finserv Ltd is repayable in 12 months at the rate of 16.00% per annum.
- iv) Business Loan of Rs. 3,000,000/- of HDFC Bank Limited is payable in 24 installments at the rate of 14.99% per annum.
- v) Personal Loan of Rs. 2,500,000/- of ICICI Bank Limited is payable in 24 installments at the rate of 15.50% per annum.
- vi) The Punjab National Bank have sanctioned three term loans to the company of Rs. 424/- Lakhs at the Interest rate of 11.60% per annum.
- vii) Vehicle Loan of Rs. 581,000/- from Kotak Mahindra Bank Limited is payable in 36 months at the rate of 11.05% per annum and secured against car.

**Sub Note : 2**

Interest on long term borrowing is due on the loan/deposits accepted from Shareholders, Directors, Relatives of directors and Distributors.

**Sub Note : 3**

Advanced received from customer as on March 31, 2017 is taken as certified by the management. No security has been given against the same.

**Annexure XV**  
**Restated Statement of Short Term Provisions**

( ` in Lakhs)

| Particulars                              | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March 31,<br>2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Payable to Government                    | 94.54                      | 104.38                     | 54.46                      | 52.48                      | 37.34                      |
| <b>Provision - others (give details)</b> |                            |                            |                            |                            |                            |
| - Provision for Gratuity                 | 0.64                       | 0.49                       | 0.24                       | 0.16                       | 0.10                       |
| - Provision for Expenses                 | 38.88                      | 6.00                       | -                          | -                          | 0.69                       |
| <b>Total</b>                             | <b>134.06</b>              | <b>110.87</b>              | <b>54.70</b>               | <b>52.64</b>               | <b>38.13</b>               |

**Annexure XVI**  
**Restated Statement of Fixed Assets**

( ` in Lakhs)

| Particulars                 | Buildi<br>ng  | Lan<br>d     | Lab<br>Equi<br>p. | Offic<br>e<br>Equi<br>p. | Plant &<br>Machine<br>ry | Furni<br>ture<br>&<br>Fixtu<br>res | Moto<br>r<br>Vehic<br>les | Comp<br>uter | Total           |
|-----------------------------|---------------|--------------|-------------------|--------------------------|--------------------------|------------------------------------|---------------------------|--------------|-----------------|
| Gross Block :               |               |              |                   |                          |                          |                                    |                           |              |                 |
| As at April 1, 2012         | 392.98        | 11.20        | 3.96              | 7.61                     | 1,064.76                 | 20.92                              | 17.33                     | 8.46         | 1,527.22        |
| Additions / (Deletion)      | -             | -            | -                 | -                        | 53.53                    | -                                  | 12.22                     | 1.57         | 67.32           |
| <b>As at March 31, 2013</b> | <b>392.98</b> | <b>11.20</b> | <b>3.96</b>       | <b>7.61</b>              | <b>1,118.29</b>          | <b>20.92</b>                       | <b>29.55</b>              | <b>10.03</b> | <b>1,594.54</b> |
| As at April 1, 2013         | 392.98        | 11.20        | 3.96              | 7.61                     | 1,118.29                 | 20.92                              | 29.55                     | 10.03        | 1,594.54        |
| Additions / (Deletion)      | 55.86         | -            | -                 | -                        | 235.45                   | -                                  | -                         | 0.65         | 291.96          |
| <b>As at March 31, 2014</b> | <b>448.84</b> | <b>11.20</b> | <b>3.96</b>       | <b>7.61</b>              | <b>1,353.74</b>          | <b>20.92</b>                       | <b>29.55</b>              | <b>10.68</b> | <b>1,886.50</b> |
| As at April 1, 2014         | 448.84        | 11.20        | 3.96              | 7.61                     | 1,353.74                 | 20.92                              | 29.55                     | 10.68        | 1,886.50        |
| Additions / (Deletion)      | -             | -            | -                 | -                        | 99.01                    | -                                  | 6.46                      | 0.64         | 106.11          |

|                                   |               |              |             |             |                 |              |              |              |                 |
|-----------------------------------|---------------|--------------|-------------|-------------|-----------------|--------------|--------------|--------------|-----------------|
| <b>As at March 31, 2015</b>       | <b>448.84</b> | <b>11.20</b> | <b>3.96</b> | <b>7.61</b> | <b>1,452.75</b> | <b>20.92</b> | <b>36.01</b> | <b>11.32</b> | <b>1,992.61</b> |
| As at April 1, 2015               | 448.84        | 11.20        | 3.96        | 7.61        | 1,452.75        | 20.92        | 36.01        | 11.32        | 1,992.61        |
| Additions / (Deletion)            | 30.15         | -            | -           | -           | 13.99           | -            | -            | 1.90         | 46.04           |
| <b>As at March 31, 2016</b>       | <b>478.99</b> | <b>11.20</b> | <b>3.96</b> | <b>7.61</b> | <b>1,466.74</b> | <b>20.92</b> | <b>36.01</b> | <b>13.22</b> | <b>2,038.65</b> |
| As at April 1, 2016               | 478.99        | 11.20        | 3.96        | 7.61        | 1,466.74        | 20.92        | 36.01        | 13.22        | 2,038.65        |
| Additions / (Deletion)            | -             | -            | -           | -           | 91.99           | -            | -            | 3.46         | 95.45           |
| <b>As at March 31, 2017</b>       | <b>478.99</b> | <b>11.20</b> | <b>3.96</b> | <b>7.61</b> | <b>1,558.73</b> | <b>20.92</b> | <b>36.01</b> | <b>16.68</b> | <b>2,134.10</b> |
| <b>Accumulated Depreciation :</b> |               |              |             |             |                 |              |              |              |                 |
| As at April 1, 2012               | 83.04         | -            | 1.25        | 3.29        | 288.57          | 7.41         | 8.22         | 6.31         | 398.09          |
| Charge for the year               | 20.36         | -            | 0.38        | 0.78        | 90.72           | 2.44         | 4.26         | 1.18         | 120.12          |
| <b>As at March 31, 2013</b>       | <b>103.40</b> | <b>-</b>     | <b>1.63</b> | <b>4.07</b> | <b>379.29</b>   | <b>9.85</b>  | <b>12.48</b> | <b>7.49</b>  | <b>518.21</b>   |
| As at April 1, 2013               | 103.40        | -            | 1.63        | 4.07        | 379.29          | 9.85         | 12.48        | 7.49         | 518.21          |
| Charge for the year               | 19.41         | -            | 0.32        | 0.64        | 94.80           | 2.00         | 3.41         | 0.06         | 120.64          |
| <b>As at March 31, 2014</b>       | <b>122.81</b> | <b>-</b>     | <b>1.95</b> | <b>4.71</b> | <b>474.09</b>   | <b>11.85</b> | <b>15.89</b> | <b>7.55</b>  | <b>638.85</b>   |
| As at April 1, 2014               | 122.81        | -            | 1.95        | 4.71        | 474.09          | 11.85        | 15.89        | 7.55         | 638.85          |
| Charge for the year               | 19.41         | -            | 0.32        | 0.94        | 99.50           | 2.00         | 3.41         | 0.06         | 125.64          |
| <b>As at March 31, 2015</b>       | <b>142.22</b> | <b>-</b>     | <b>2.27</b> | <b>5.65</b> | <b>573.59</b>   | <b>13.85</b> | <b>19.30</b> | <b>7.61</b>  | <b>764.49</b>   |
| As at April 1, 2015               | 142.22        | -            | 2.27        | 5.65        | 573.59          | 13.85        | 19.30        | 7.61         | 764.49          |
| Charge for                        | 19.34         | -            | 0.24        | 0.86        | 101.01          | 1.90         | 3.16         | 0.03         | 126.54          |

|                             |               |              |             |             |               |              |              |              |                 |
|-----------------------------|---------------|--------------|-------------|-------------|---------------|--------------|--------------|--------------|-----------------|
| the year                    |               |              |             |             |               |              |              |              |                 |
| <b>As at March 31, 2016</b> | <b>161.56</b> | <b>-</b>     | <b>2.51</b> | <b>6.51</b> | <b>674.60</b> | <b>15.75</b> | <b>22.46</b> | <b>7.64</b>  | <b>891.03</b>   |
| As at April 1, 2016         | 161.56        | -            | 2.51        | 6.51        | 674.60        | 15.75        | 22.46        | 7.64         | 891.03          |
| Charge for the period       | 31.43         | -            | 0.36        | 0.39        | 133.64        | 2.34         | 5.30         | 6.78         | 180.24          |
| <b>As at March 31, 2017</b> | <b>192.99</b> | <b>-</b>     | <b>2.87</b> | <b>6.90</b> | <b>808.24</b> | <b>18.09</b> | <b>27.76</b> | <b>14.42</b> | <b>1,071.27</b> |
| Net Block :                 |               |              |             |             |               |              |              |              |                 |
| <b>As at March 31, 2013</b> | <b>289.59</b> | <b>11.20</b> | <b>2.33</b> | <b>3.54</b> | <b>739.00</b> | <b>11.07</b> | <b>17.07</b> | <b>2.54</b>  | <b>1,076.33</b> |
| <b>As at March 31, 2014</b> | <b>326.03</b> | <b>11.20</b> | <b>2.01</b> | <b>2.90</b> | <b>879.65</b> | <b>9.07</b>  | <b>13.66</b> | <b>3.13</b>  | <b>1,247.65</b> |
| <b>As at March 31, 2015</b> | <b>306.62</b> | <b>11.20</b> | <b>1.69</b> | <b>1.96</b> | <b>879.16</b> | <b>7.07</b>  | <b>16.71</b> | <b>3.71</b>  | <b>1,228.12</b> |
| <b>As at March 31, 2016</b> | <b>317.43</b> | <b>11.20</b> | <b>1.45</b> | <b>1.10</b> | <b>792.14</b> | <b>5.17</b>  | <b>13.55</b> | <b>5.58</b>  | <b>1,147.62</b> |
| <b>As at March 31, 2017</b> | <b>286.00</b> | <b>11.20</b> | <b>1.08</b> | <b>0.71</b> | <b>750.49</b> | <b>2.83</b>  | <b>8.25</b>  | <b>2.26</b>  | <b>1,062.83</b> |

**Annexure XVII**  
**Restated Statement of Long Term Loans and Advances**

( ₹ in Lakhs)

| <b>Particulars</b>                         | <b>As at March 31, 2017</b> | <b>As at March 31, 2016</b> | <b>As at March 31, 2015</b> | <b>As at March 31, 2014</b> | <b>As at March 31, 2013</b> |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Security Deposits Secured, considered good | 22.99                       | 22.99                       | 22.99                       | 19.55                       | 16.59                       |
| <b>Total</b>                               | <b>22.99</b>                | <b>22.99</b>                | <b>22.99</b>                | <b>19.55</b>                | <b>16.59</b>                |

**Annexure XVIII**  
**Restated Statement of Inventories**

( ₹ in Lakhs)

| <b>Particulars</b>  | <b>As at March 31, 2017</b> | <b>As at March 31, 2016</b> | <b>As at March 31, 2015</b> | <b>As at March 31, 2014</b> | <b>As at March 31, 2013</b> |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| a. Raw Materials and components (Valued at Cost or NRV unless otherwise stated) | 1,116.03                    | 1,038.93                    | 1,149.75                    | 1,084.63                    | 876.70                      |
|   | 1,116.03                    | 1,038.93                    | 1,149.75                    | 1,084.63                    | 876.70                      |
| b. Work-in-progress (Valued at Cost or NRV unless otherwise stated)             | 1.24                        | 68.54                       | 77.59                       | 36.26                       | 35.78                       |
|   | 1.24                        | 68.54                       | 77.59                       | 36.29                       | 35.78                       |

|   |                 |                 |                 |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
| c. Finished goods (Valued at Cost or NRV unless otherwise stated) | 978.37          | 764.17          | 526.66          | 650.64          | 480.49          |
|   | 978.37          | 764.17          | 526.66          | 650.64          | 480.49          |
| <b>Total</b>  | <b>2,095.64</b> | <b>1,871.64</b> | <b>1,754.00</b> | <b>1,771.56</b> | <b>1,392.97</b> |

**Annexure XIX**  
**Restated Statement of Trade Receivables**

( ₹ in Lakhs)

| Particulars  | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>Trade receivables outstanding for a period less than six months from the date they are due for payment.</b> |                            |                            |                            |                            |                            |
| Secured, considered good   | -                          | -                          | -                          | -                          | -                          |
| Unsecured, considered good   | 2,536.98                   | 2,288.42                   | 2,011.42                   | 1,570.73                   | 1,334.95                   |
| Unsecured, considered doubtful   | -                          | -                          | -                          | -                          | -                          |
|  | <b>2,536.98</b>            | <b>2,288.42</b>            | <b>2,011.42</b>            | <b>1,570.73</b>            | <b>1,334.95</b>            |
| Less: Provision for doubtful debts   | -                          | -                          | -                          | -                          | -                          |
|  | <b>2,536.98</b>            | <b>2,288.42</b>            | <b>2,011.42</b>            | <b>1,570.73</b>            | <b>1,334.95</b>            |
| <b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>  |                            |                            |                            |                            |                            |
| Secured, considered good   | -                          | -                          | -                          | -                          | -                          |
| Unsecured, considered good   | 1,123.50                   | 758.53                     | 308.94                     | 112.35                     | 48.83                      |
| Unsecured, considered doubtful   | -                          | -                          | -                          | -                          | -                          |
|  | <b>1,123.50</b>            | <b>758.53</b>              | <b>308.94</b>              | <b>112.35</b>              | <b>48.83</b>               |
| Less: Provision for doubtful debts   | -                          | -                          | -                          | -                          | -                          |
|  | <b>1,123.50</b>            | <b>758.53</b>              | <b>308.94</b>              | <b>112.35</b>              | <b>48.83</b>               |
| <b>Total</b>   | <b>3,660.48</b>            | <b>3,046.95</b>            | <b>2,320.36</b>            | <b>1,683.08</b>            | <b>1,383.78</b>            |

**Annexure XX**  
**Restated Statement of Cash and cash equivalents**

( ₹ in Lakhs)

| Particulars                         | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|-------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Balances with banks - Current A/c   | 17.58                      | 23.90                      | 163.89                     | 11.67                      | 22.60                      |
| Balances with banks - Fixed Deposit | 31.85                      | 46.02                      | 38.02                      | 40.23                      | 33.00                      |
| Cash on hand                        | 9.57                       | 1.07                       | 5.18                       | 3.83                       | 3.09                       |
| <b>Total</b>                        | <b>59.00</b>               | <b>70.99</b>               | <b>207.09</b>              | <b>55.73</b>               | <b>58.69</b>               |

**Annexure XXI**  
**Restated Statement of Short-term loans and advances**

( ₹ in Lakhs)

| Particulars                             | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| A. Balances with government authorities |                            |                            |                            |                            |                            |
| (i) CENVAT                              | 58.02                      | 42.49                      | 32.85                      | 30.06                      | 34.18                      |
|   | 58.02                      | 42.49                      | 32.85                      | 30.06                      | 34.18                      |
| B. Others (specify nature)              |                            |                            |                            |                            |                            |
| - Prepaid Insurance                     | 3.95                       | -                          | -                          | -                          | -                          |
| - Advance to Others                     | 4.95                       | 18.84                      | -                          | -                          | -                          |
| - Unsecured & Considered Good           | -                          | -                          | 2.80                       | 12.40                      | 45.32                      |
|   | 8.90                       | 18.84                      | 2.80                       | 12.40                      | 45.32                      |
|   |                            |                            |                            |                            |                            |
| <b>Total A+B</b>                        | <b>66.92</b>               | <b>61.33</b>               | <b>35.65</b>               | <b>42.46</b>               | <b>79.50</b>               |

**Annexure XXII**  
**Restated Statement of Other Current Assets**

( ₹ in Lakhs)

| Particulars          | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|----------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Advance to Suppliers | 58.02                      | 44.51                      | 76.34                      | 43.84                      | 13.27                      |
| <b>Total</b>         | <b>58.02</b>               | <b>44.51</b>               | <b>76.34</b>               | <b>43.84</b>               | <b>13.27</b>               |

**Annexure XXIII**  
**Restated Statement of Revenue from operations**

( ₹ in Lakhs)

| Particulars                                 | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the<br>FY<br>2012-13 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>Sale of products</b>                     |                          |                          |                          |                          |                          |
| <b>Revenue from sale of products:- Mfg.</b> |                          |                          |                          |                          |                          |
| Domestic Sales                              | 7,110.43                 | 6,786.49                 | 6,802.54                 | 6,854.26                 | 6,075.13                 |
| Export Sales (including against H Form)     | 756.99                   | 516.40                   | 714.78                   | 287.17                   | 277.02                   |
| <b>Revenue from sale of products</b>        | <b>7,867.42</b>          | <b>7,302.89</b>          | <b>7,517.32</b>          | <b>7,141.43</b>          | <b>6,352.15</b>          |
|   |                          |                          |                          |                          |                          |
| <b>Less:</b>                                |                          |                          |                          |                          |                          |
| Sales Return                                | 32.92                    | 159.82                   | 87.17                    | 40.00                    | 192.19                   |
| Excise Duty on Sales                        | 748.59                   | 763.89                   | 724.25                   | 710.01                   | 643.22                   |
|   | <b>781.51</b>            | <b>923.71</b>            | <b>811.42</b>            | <b>750.01</b>            | <b>835.41</b>            |
|   |                          |                          |                          |                          |                          |
| <b>Revenue from sale of traded</b>          | <b>-</b>                 | <b>-</b>                 | <b>-</b>                 | <b>-</b>                 | <b>-</b>                 |



|                                    |                 |                 |                 |                 |                 |
|------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| goods/services                     |                 |                 |                 |                 |                 |
|                                    |                 |                 |                 |                 |                 |
| <b>Net revenue from operations</b> | <b>7,085.91</b> | <b>6,379.18</b> | <b>6,705.90</b> | <b>6,391.42</b> | <b>5,516.74</b> |

**Annexure XXIV**  
**Restated Statement of Other Income**

( ₹ in Lakhs)

| Particulars                       | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the<br>FY<br>2012-13 |
|-----------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Interest on FDR's                 | 4.57                     | 7.53                     | 25.72                    | 0.76                     | 1.67                     |
| <b>Other non-operating income</b> |                          |                          |                          |                          |                          |
| Foreign Exchange Rate Difference  | 3.17                     | 6.37                     | (18.21)                  | 9.46                     | (8.88)                   |
| Sundry Balances written off       | 49.17                    | 3.73                     | 3.56                     | 12.83                    | 5.92                     |
| Other receipts                    | 3.75                     | 9.59                     | 5.76                     | 2.50                     | 2.56                     |
| <b>Total</b>                      | <b>60.66</b>             | <b>27.22</b>             | <b>16.83</b>             | <b>25.55</b>             | <b>1.27</b>              |

|                        |       |       |      |       |      |
|------------------------|-------|-------|------|-------|------|
| % of Profit before tax | 21.46 | 10.90 | 7.08 | 11.63 | 0.61 |
|------------------------|-------|-------|------|-------|------|

**Annexure XXV**  
**Restated Statement of Cost of Material Consumed**

( ₹ in Lakhs)

| Particulars                       | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14+ | For the<br>FY<br>2012-13 |
|-----------------------------------|--------------------------|--------------------------|--------------------------|---------------------------|--------------------------|
| <b>Inventory at the beginning</b> |                          |                          |                          |                           |                          |
| Raw Material                      | 1,038.93                 | 1,149.75                 | 1,084.63                 | 876.70                    | 759.70                   |
| <b>Add: Purchase</b>              |                          |                          |                          |                           |                          |
| Raw Material                      | 4,787.21                 | 4,563.73                 | 4,953.53                 | 5,068.13                  | 3,924.41                 |
| <b>Less: Inventory at the end</b> |                          |                          |                          |                           |                          |
| Raw Material                      | 1,116.03                 | 1,038.93                 | 1,149.75                 | 1,084.63                  | 876.70                   |
| <b>Total</b>                      | <b>4,710.11</b>          | <b>4,674.55</b>          | <b>4,888.41</b>          | <b>4,860.20</b>           | <b>3,807.41</b>          |

**Annexure XVI**  
**Restated Statement of Changes In Inventories**

( ₹ in Lakhs)

| Particulars                             | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the<br>FY<br>2012-13 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>Inventory at the end of the year</b> |                          |                          |                          |                          |                          |
| Finished Goods                          | 978.37                   | 764.17                   | 526.66                   | 650.64                   | 480.49                   |
| Work-In-Progress                        | 1.24                     | 68.54                    | 77.59                    | 36.29                    | 35.78                    |
|   | <b>979.61</b>            | <b>832.71</b>            | <b>604.25</b>            | <b>686.93</b>            | <b>516.27</b>            |
|   |                          |                          |                          |                          |                          |

|   |                 |                 |               |                 |               |
|---|-----------------|-----------------|---------------|-----------------|---------------|
| <b>Inventory at the beginning of the year</b> |                 |                 |               |                 |               |
| Finished Goods                                | 764.17          | 526.66          | 650.64        | 480.49          | 523.72        |
| Work-In-Progress                              | 68.54           | 77.59           | 36.29         | 35.78           | 201.57        |
|   | <b>832.71</b>   | <b>604.25</b>   | <b>686.93</b> | <b>516.27</b>   | <b>725.29</b> |
|   |                 |                 |               |                 |               |
| <b>(Increase)/Decrease in Inventories</b>     |                 |                 |               |                 |               |
| Finished Goods                                | (214.20)        | (237.51)        | 123.98        | (170.15)        | 43.23         |
| Work-In-Progress                              | 67.30           | 9.05            | (41.30)       | (0.51)          | 165.79        |
| <b>Total</b>                                  | <b>(146.90)</b> | <b>(228.46)</b> | <b>82.68</b>  | <b>(170.66)</b> | <b>209.02</b> |

**Annexure XXVII**  
**Restated Statement of Employee Benefit Expenses**

(₹ in Lakhs)

| <b>Particulars</b>                                   | <b>For the<br/>FY<br/>2016-17</b> | <b>For the<br/>FY<br/>2015-16</b> | <b>For the<br/>FY<br/>2014-15</b> | <b>For the<br/>FY<br/>2013-14</b> | <b>For the<br/>FY<br/>2012-13</b> |
|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| <b>Salaries and Wages</b>                            |                                   |                                   |                                   |                                   |                                   |
| Salary and wages                                     | 432.38                            | 333.99                            | 215.85                            | 196.48                            | 153.75                            |
| Gratuity Expenses                                    | 7.80                              | 12.42                             | 3.10                              | 3.21                              | 1.66                              |
| Director's Remuneration                              | 31.23                             | 23.94                             | 22.59                             | 27.54                             | 23.91                             |
| Bonus  | 6.19                              | 5.74                              | 7.41                              | 7.85                              | 4.35                              |
|  | <b>477.60</b>                     | <b>376.09</b>                     | <b>248.95</b>                     | <b>235.08</b>                     | <b>183.67</b>                     |
| <b>Contribution to provident and other fund</b>      |                                   |                                   |                                   |                                   |                                   |
| Contribution to provident and other funds for others | 12.47                             | 10.36                             | 6.35                              | 5.60                              | 5.34                              |
|  | <b>12.47</b>                      | <b>10.36</b>                      | <b>6.35</b>                       | <b>5.60</b>                       | <b>5.34</b>                       |
| <b>Total</b>   | <b>490.07</b>                     | <b>386.45</b>                     | <b>255.30</b>                     | <b>240.68</b>                     | <b>189.01</b>                     |

**Annexure XXVIII**  
**Restated Statement of Finance Cost**

(₹ in Lakhs)

| <b>Particulars</b> | <b>For the<br/>FY<br/>2016-17</b> | <b>For the<br/>FY<br/>2015-16</b> | <b>For the<br/>FY<br/>2014-15</b> | <b>For the<br/>FY<br/>2013-14</b> | <b>For the<br/>FY<br/>2012-13</b> |
|--------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Interest Expenses  | 216.33                            | 197.51                            | 224.65                            | 193.24                            | 230.16                            |
| Bank Charges       | 37.07                             | 17.75                             | 32.01                             | 20.88                             | 15.17                             |
| <b>Total</b>       | <b>253.40</b>                     | <b>215.26</b>                     | <b>256.66</b>                     | <b>214.12</b>                     | <b>245.33</b>                     |

**Annexure XXIX**  
**Restated Statement of Depreciation & Amortization Expenses**

( ₹ in Lakhs)

| Particulars                        | For the<br>FY<br>2016-17 | For the<br>FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the FY<br>2012-13 |
|------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----------------------|
| Depreciation                       | 180.24                   | 126.54                   | 125.64                   | 120.64                   | 120.12                |
| Deferred Revenue Expenses<br>w/off | -                        | -                        | 12.40                    | 32.92                    | 32.92                 |
| <b>Total</b>                       | <b>180.24</b>            | <b>126.54</b>            | <b>138.04</b>            | <b>153.56</b>            | <b>153.04</b>         |

**Annexure XXX**  
**Restated Statement of Other Administration Expenses**

( ₹ in Lakhs)

| Particulars                                 | For the<br>FY<br>2016-17 | For the FY<br>2015-16 | For the<br>FY<br>2014-15 | For the<br>FY<br>2013-14 | For the FY<br>2012-13 |
|---|--------------------------|-----------------------|--------------------------|--------------------------|-----------------------|
| Advertisement & Sales<br>Promotion Expenses | 432.61                   | 195.58                | 155.21                   | 166.76                   | 127.34                |
| Bad Debt/Loss Expenses                      | 18.72                    | 11.17                 | 4.30                     | 14.28                    | 3.38                  |
| Chemical Processing Expenses                | 12.64                    | 33.83                 | 15.79                    | -                        | -                     |
| Consumption of Stores & Parts<br>Expenses   | 88.28                    | 136.91                | 121.17                   | 85.97                    | 84.49                 |
| Discount Expenses                           | 81.33                    | 48.93                 | 14.01                    | 42.00                    | 37.17                 |
| Freight Expenses                            | 101.48                   | 48.72                 | 46.33                    | 49.22                    | 47.00                 |
| General Expenses                            | 0.44                     | 0.40                  | 0.53                     | 15.30                    | 1.41                  |
| Import/Export related Expenses              | 198.91                   | 108.03                | 103.63                   | 116.51                   | 99.77                 |
| Indirect Duty related Expenses              | 32.51                    | 41.93                 | 72.33                    | 149.69                   | 109.35                |
| Insurance Expenses                          | 10.23                    | 4.94                  | 2.25                     | 2.77                     | 1.05                  |
| Labour Expenses                             | 143.66                   | 107.66                | 94.81                    | 72.65                    | 61.27                 |
| Legal & Professional Expense                | 10.95                    | 9.29                  | 10.30                    | 4.85                     | 5.24                  |
| Membership Expense                          | 10.04                    | 2.06                  | 0.18                     | 3.03                     | 1.57                  |
| Office Expenses                             | 6.29                     | 1.92                  | 13.02                    | 0.87                     | 5.21                  |
| Packing & Forwarding<br>Expenses            | 31.96                    | 32.72                 | 52.49                    | 43.13                    | 10.99                 |
| Postage & Courier Expenses                  | 2.10                     | 4.06                  | 3.71                     | 2.16                     | 1.91                  |
| Power & Fuel Expenses                       | 139.45                   | 141.82                | 122.56                   | 99.96                    | 81.28                 |
| Printing & Stationery Expenses              | 1.44                     | 1.10                  | 1.53                     | 1.49                     | 7.40                  |
| Rate Difference Expenses                    | 14.58                    | 9.09                  | 13.30                    | 11.35                    | 11.16                 |
| Repair & Maintenance Expense                | 5.69                     | 8.03                  | 2.16                     | 1.52                     | 0.94                  |
| Telephone expenses                          | 13.27                    | 8.49                  | 6.26                     | 7.00                     | 6.01                  |
| Travelling Expenses                         | 20.37                    | 25.63                 | 8.15                     | 8.82                     | 0.69                  |
| <b>Total</b>                                | <b>1,376.95</b>          | <b>982.31</b>         | <b>864.02</b>            | <b>899.33</b>            | <b>704.63</b>         |

**Annexure – XXXI**  
**Capitalization Statement as at 31<sup>st</sup> March, 2017**

( ₹ in Lakhs)

| Particulars                                       | Pre Issue       | Post Issue      |
|---|-----------------|-----------------|
| <b>Borrowings:</b>                                |                 |                 |
| Short-term  | 1,583.30        | 1,583.30        |
| Long-term (A)                                     | 685.65          | 685.65          |
| <b>Total debts (B)</b>                            | <b>2,268.95</b> | <b>2,268.95</b> |
|   |                 |                 |
| <b>Shareholders' funds</b>                        |                 |                 |
| Share capital                                     | 550.00          | 1,500.00        |
| Reserve and surplus                               | 1,164.83        | 2,084.83        |
| <b>Total shareholders' funds (C)</b>              | <b>1,714.83</b> | <b>3,584.83</b> |
| <b>Long term debt / shareholders' funds (A/C)</b> | <b>39.98%</b>   | <b>19.13%</b>   |
| <b>Total debt / shareholders' funds (B/C)</b>     | <b>132.31%</b>  | <b>63.29%</b>   |

1. Short term debts represent debts which are due within 12 months from March 31, 2017.
2. Long term debts represent debts other than short term debts, as defined above.
3. During the years / periods under reporting in the Restated Financial Statement, company have not undergone any change in its capital structure.

**Annexure – XXXII**  
**Statement of Tax Shelters**

( ₹ in Lakhs)

| Particulars                                    | As at<br>March<br>31, 2017 | As at<br>March<br>31, 2016 | As at<br>March<br>31, 2015 | As at<br>March<br>31, 2014 | As at<br>March<br>31, 2013 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Profit before tax, as restated (A)             | 282.70                     | 249.75                     | 237.62                     | 219.74                     | 209.57                     |
| Tax Rate (%)                                   | 33.06                      | 33.06                      | 32.45                      | 32.45                      | 32.45                      |
| <b>Adjustments :</b>                           |                            |                            |                            |                            |                            |
| <b>Permanent differences</b>                   |                            |                            |                            |                            |                            |
| Expenses disallowed under Income Tax Act, 1961 | -                          | -                          | -                          | -                          | -                          |
| Donation Expenses                              | 0.20                       | 0.20                       | 0.52                       | 0.26                       | 0.56                       |
| Other Expenses Disallowed u/s 43B              | -                          | -                          | -                          | -                          | -                          |
| Preliminary Expenses                           | -                          | -                          | -                          | -                          | -                          |
| <b>Total permanent differences(B)</b>          | <b>0.20</b>                | <b>0.20</b>                | <b>0.52</b>                | <b>0.26</b>                | <b>0.56</b>                |
| <b>Income considered separately (C.)</b>       | <b>-</b>                   | <b>-</b>                   | <b>-</b>                   | <b>-</b>                   | <b>-</b>                   |
| <b>Timing differences</b>                      |                            |                            |                            |                            |                            |
| Depreciation as per Books                      | 180.24                     | 126.54                     | 125.64                     | 120.64                     | 120.12                     |
| Provision for Gratuity Expenses                | 7.80                       | 12.42                      | 3.10                       | 3.21                       | 1.66                       |
| Depreciation as per IT Act                     | (141.58)                   | (139.66)                   | (152.87)                   | (145.65)                   | (137.88)                   |
| <b>Total timing differences (D)</b>            | <b>46.46</b>               | <b>(0.70)</b>              | <b>(24.13)</b>             | <b>(21.80)</b>             | <b>(16.10)</b>             |
| <b>Net adjustments E = (B+C+D)</b>             | <b>46.66</b>               | <b>(0.50)</b>              | <b>(23.61)</b>             | <b>(21.54)</b>             | <b>(15.54)</b>             |
| <b>Tax expense / (saving) thereon</b>          | <b>15.43</b>               | <b>(0.17)</b>              | <b>(7.66)</b>              | <b>(6.99)</b>              | <b>(5.04)</b>              |

|  |                  |                  |                  |                  |                  |
|--|------------------|------------------|------------------|------------------|------------------|
| <b>Income from other sources (F)</b>         | -                | -                | -                | -                | -                |
| <b>Exempt Income (G)</b>                     | -                | -                | -                | -                | -                |
| <b>Taxable income/(loss) (A+E+F-G+H)</b>     | <b>329.36</b>    | <b>249.25</b>    | <b>214.04</b>    | <b>198.20</b>    | <b>194.03</b>    |
| <b>Tax as per Normal Provision</b>           | <b>108.90</b>    | <b>82.41</b>     | <b>69.44</b>     | <b>64.31</b>     | <b>62.95</b>     |
| <b>Taxable income/(loss) as per MAT</b>      | <b>282.70</b>    | <b>249.75</b>    | <b>237.62</b>    | <b>219.74</b>    | <b>209.57</b>    |
| <b>Income tax as per MAT</b>                 | <b>57.64</b>     | <b>50.92</b>     | <b>47.54</b>     | <b>43.97</b>     | <b>41.93</b>     |
| Tax paid as per "MAT" or "Normal Provisions" | Normal Provision | Normal Provision | Normal Provision | Normal Provision | Normal Provision |

**Annexure – XXXIII**  
**Details of Related Party Transactions as Restated**

(₹ in Lakhs)

| Name of the Party        | Nature of Transaction   | Amount of Transaction till March 31, 2017 | Amount Outstanding as on 31.03.17 Payable/ (Receivable) | Amount of Transaction in 2015-16 | Amount Outstanding as on 31.03.16 Payable/ (Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.15 Payable/ (Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.14 Payable/ (Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.13 Payable/ (Receivable) |
|--------------------------|-------------------------|---|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|
| Shri Pravinbhai N. Patel | Director's Remuneration | 6.07                                      | 0.51  | 6.44                             | 0.54  | 6.53                             | 0.54  | 6.55                             | 0.55  | 5.95                             | 0.50  |
|                          | Long Term Borrowing     | 3.42                                      | 3.42  | (4.00)                           | -   | 3.03                             | 4.00  | -                                | 0.97  | -                                | 0.97  |
|                          | Interest                | -   | -   | -                                | -   | 0.70                             | -   | 0.11                             | -   | 0.13                             | -   |
|                          | Interest Payable        | -   | 0.73  | (0.48)                           | 0.73  | -                                | 1.21  | -                                | 0.51  | -                                | 0.40  |
| Shri Bharat D. Patel     | Director's Remuneration | -   | -   | -                                | -   | 0.57                             | -   | 3.40                             | 0.28  | 3.39                             | 0.28  |
|                          | Interest                | -   | -   | -                                | -   | -                                | -   | 1.88                             | -   | 1.69                             | -   |
|                          | Interest Payable        | -   | -   | -                                | -   | (4.01)                           | -   | -                                | 4.01  | -                                | 2.13  |
|                          | Long Term Borrowing     | -   | -   | -                                | -   | (18.25)                          | -   | -                                | 18.25   | -                                | 18.25   |
| Shri Kamlesh J. Patel    | Director's Remuneration | -   | -   | -                                | -   | 1.49                             | -   | 5.74                             | 0.48  | 3.00                             | 0.25  |
|                          | Interest                | -   | -   | -                                | -   | -                                | -   | 2.87                             | -   | 1.46                             | -   |

**Annexure – XXXIII**  
**Details of Related Party Transactions as Restated**

(₹ in Lakhs)

| Name of the Party  | Nature of Transaction   | Amount of Transaction till March 31, 2017 | Amount Outstanding as on 31.03.17 Payable/ (Receivable) | Amount of Transaction in 2015-16 | Amount Outstanding as on 31.03.16 Payable/ (Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.15 Payable/ (Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.14 Payable/ (Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.13 Payable/ (Receivable) |
|--------------------|-------------------------|---|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|
|                    | Long Term Borrowing     | -   | -   | -                                | -   | (13.50)                          | -   | -                                | 13.50   | -                                | 13.50   |
|                    | Interest Payable        | -   | -   | -                                | -   | (4.39)                           | -   | -                                | 4.39  | -                                | 1.52  |
| Shri Utkarsh Patel | Director's Remuneration | -   | -   | -                                | -   | 0.57                             | -   | 3.40                             | 0.28  | 3.11                             | 0.26  |
|                    | Long Term Borrowing     | -   | -   | -                                | -   | (5.51)                           | -   | -                                | 5.51  | -                                | 5.51  |
|                    | Interest                | -   | -   | -                                | -   | -                                | -   | 1.02                             | -   | 0.61                             | -   |
|                    | Interest Payable        | -   | -   | -                                | -   | (1.74)                           | -   | -                                | 1.74  | -                                | 0.72  |
| Shri Suresh Patel  | Director's Remuneration | 9.00                                      | 0.75  | 6.45                             | 0.54  | 5.59                             | 0.47  | 5.17                             | 0.43  | 3.93                             | 0.33  |
|                    | Long Term Borrowing     | -   | 4.00  | -                                | 4.00  | 4.00                             | 4.00  | -                                | -   | -                                | -   |
|                    | Interest Payable        | -   | 0.02  | -                                | 0.02  | -                                | 0.02  | -                                | 0.02  | -                                | 0.02  |

**Annexure – XXXIII**  
**Details of Related Party Transactions as Restated**

(₹ in Lakhs)

| Name of the Party     | Nature of Transaction            | Amount of Transaction till March 31, 2017 | Amount Outstanding as on 31.03.17 Payable/ (Receivable) | Amount of Transaction in 2015-16 | Amount Outstanding as on 31.03.16 Payable/ (Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.15 Payable/ (Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.14 Payable/ (Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.13 Payable/ (Receivable) |
|-----------------------|----------------------------------|---|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|
| Smt. Hemlata S. Patel | Salary                           | 1.80                                      | 0.15  | -                                | -   | -                                | -   | -                                | -   | -                                | -   |
|                       | Long Term Borrowing              | -   | -   | -                                | -   | -                                | -   | -                                | -   | -                                | -   |
| Shri Babubhai Patel   | Director's Remuneration          | 2.37                                      | -   | 8.76                             | 0.73  | 7.38                             | 0.62  | 5.78                             | 0.48  | 4.81                             | 0.40  |
|                       | Interest                         | -   | -   | -                                | -   | -                                | -   | -                                | -   | 0.21                             | -   |
|                       | Long Term Borrowing              | (2.00)                                    | -   | (2.00)                           | 2.00  | 2.00                             | 4.00  | -                                | 2.00  | -                                | 2.00  |
|                       | Interest Payable                 | (0.21)                                    | -   | -                                | 0.21  | -                                | 0.21  | -                                | 0.21  | -                                | 0.21  |
| Shri Mahendra Patel   | Director's Remuneration / Salary | 3.22                                      | 0.27  | 2.62                             | 0.22  | 0.80                             | 0.27  | -                                | -   | -                                | -   |
|                       | Long Term Borrowing              | 5.93                                      | 78.86   | (54.68)                          | 72.93   | 127.61                           | 127.61  | -                                | -   | -                                | -   |
|                       | Interest                         | -   | -   | -                                | -   | 5.76                             | -   | -                                | -   | -                                | -   |



**Annexure – XXXIII**  
**Details of Related Party Transactions as Restated**

(₹ in Lakhs)

| Name of the Party    | Nature of Transaction | Amount of Transaction till March 31, 2017 | Amount Outstanding as on 31.03.17 Payable/ (Receivable) | Amount of Transaction in 2015-16 | Amount Outstanding as on 31.03.16 Payable/ (Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.15 Payable/ (Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.14 Payable/ (Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.13 Payable/ (Receivable) |
|----------------------|-----------------------|---|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|
|                      | Interest Payable      | -   | -   | -                                | 5.76  | -                                | 5.76  | -                                | -   | -                                | -   |
| Karan Raval          | Salary                | 4.32                                      | 0.36  | -                                | -   | -                                | -   | -                                | -   | -                                | -   |
|                      | Long Term Borrowing   | -   | -   | -                                | -   | -                                | -   | -                                | -   | -                                | -   |
| Yash P. Patel        | Salary                | 2.40                                      | 0.20  | -                                | -   | -                                | -   | -                                | -   | -                                | -   |
|                      | Long Term Borrowing   | -   | 2.58  | 2.58                             | 2.58  | -                                | -   | -                                | -   | -                                | -   |
| Jasvantbhai A. Patel | Long Term Borrowing   | 16.92                                     | 39.99   | -                                | 23.07   | 15.57                            | 23.07   | 1.50                             | 7.50  | 4.80                             | 6.00  |
|                      | Interest              | -   | -   | -                                | -   | 2.05                             | -   | 1.06                             | -   | 0.45                             | -   |
|                      | Interest Payable      | (3.92)                                    | -   | -                                | 3.92  | -                                | 3.92  | -                                | 1.87  | -                                | 0.81  |
| Prafulkumar D. Patel | Long Term Borrowing   | 15.00                                     | 23.00   | -                                | 8.00  | -                                | 8.00  | -                                | 8.00  | 4.50                             | 8.00  |
|                      | Interest              | -   | -   | -                                | -   | 0.77                             | -   | 0.80                             | -   | 1.46                             | -   |

**Annexure – XXXIII**  
**Details of Related Party Transactions as Restated**

(₹ in Lakhs)

| Name of the Party   | Nature of Transaction | Amount of Transaction till March 31, 2017 | Amount Outstanding as on 31.03.17 Payable/ (Receivable) | Amount of Transaction in 2015-16 | Amount Outstanding as on 31.03.16 Payable/ (Receivable) | Amount of Transaction in 2014-15 | Amount Outstanding as on 31.03.15 Payable/ (Receivable) | Amount of Transaction in 2013-14 | Amount Outstanding as on 31.03.14 Payable/ (Receivable) | Amount of Transaction in 2012-13 | Amount Outstanding as on 31.03.13 Payable/ (Receivable) |
|---------------------|-----------------------|---|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|----------------------------------|---|
|                     | Interest Payable      | -   | 3.46  | -                                | 3.46  | -                                | 3.46  | -                                | 2.69  | -                                | 1.89  |
| Pravinbhai A. Patel | Long Term Borrowing   | 7.00                                      | 27.72   | -                                | 20.72   | 11.72                            | 20.72   | 1.00                             | 9.00  | 7.50                             | 8.00  |
|                     | Interest              | -   | -   | -                                | -   | 2.46                             | -   | 1.74                             | -   | 0.93                             | 1.07  |
|                     | Interest Payable      | -   | 5.27  | -                                | 5.27  | -                                | 5.27  | -                                | 2.81  | -                                | 1.07  |

**Annexure - XXXIV**  
**Reconciliation of Restated Profit**

(Rs. in Lakhs)

| <b>Adjustments for</b>  | <b>As at<br/>March 31,<br/>2017</b> | <b>As at<br/>March 31,<br/>2016</b> | <b>As at<br/>March<br/>31,<br/>2015</b> | <b>As at<br/>March<br/>31, 2014</b> | <b>As at<br/>March<br/>31, 2013</b> |
|---|-------------------------------------|-------------------------------------|---|-------------------------------------|-------------------------------------|
| Net profit/(loss) after tax as per audited statement of profit & loss | 189.01                              | 160.10                              | 156.88                                  | 148.20                              | 150.49                              |
| <b><u>Adjustments for:</u></b>  |                                     |                                     |   |                                     |                                     |
| Preliminary Expenses (Refer Note 1)                                   | -                                   | 14.89                               | 1.49                                    | 1.49                                | 1.49                                |
| Gratuity Expenses   | -                                   | (12.42)                             | (3.10)                                  | (3.21)                              | (1.66)                              |
| Effect of Deferred Tax on Gratuity Expenses                           | -                                   | 4.18                                | 1.01                                    | 1.04                                | 0.54                                |
| Excess / (Short) Provision for Tax (Refer Note 2)                     | -                                   | 0.44                                | 3.92                                    | 0.70                                | (7.95)                              |
| <b>Net profit/ (loss) after tax as restated</b>                       | <b>189.07</b>                       | <b>167.19</b>                       | <b>160.20</b>                           | <b>148.22</b>                       | <b>142.91</b>                       |

**Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.**

**Adjustments having impact on Profit**

**Note: 1**

The Company has amortized preliminary and pre operative expenses in 5 consecutive year in the audited balance sheet while in the restated financial statements, the company has amortized total amount of preliminary and pre operative expenses in the financial year in which it has been incurred / has commenced business activity.

**Note: 2**

The company has provided Excess or Short Provision in the year in which the income tax return has been filled. But in restated account, the company has provided Excess or Short Provision in the year to which it relates.

**To give explanatory notes regarding adjustments**

**Adjustments having no impact on Profit Material Regrouping**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009.

**CHANGES IN SIGNIFICANT ACCOUNTING POLICIES IN LAST THREE YEARS:**

Not Applicable

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

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial year ended March 31 2017, 2016 and 2015 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Statements*" on pages 164 of this Red Herring Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" on pages 20 and 19, of this Red Herring Prospectus beginning respectively.

The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for financial year ended March 31, 2017, 2016 and 2015.

### OVERVIEW

Our Company was originally incorporated as Airo Lam Limited at Ahmedabad, Gujarat as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated October 22, 2007 bearing Corporate Identification Number U20211GJ2007PLC052019 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Certificate of Commencement of Business was issued by the Registrar of Companies on November 06, 2007. Subsequently, pursuant to change in object clause of our Company Certificate of Registration confirming alteration of Object Clause was issued by Registrar of Companies, Gujarat, Ahmedabad on April 06, 2015. The Corporate Identification Number of our Company is U20211GJ2007PLC052019.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

1. The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on May 12, 2017 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 07, 2017.
2. Borrowing Powers of Board of Directors was increased to empower Board to borrow amount up to Rs. 100 Crores vide a Special Resolution passed in the Extra Ordinary General Meeting of the Company held on May 1, 2017

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factor*" beginning on page 20 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- ☐ Competition and price cutting from existing and new entrants
- ☐ Credit availability
- ☐ Rate of interest policies
- ☐ Economic and Demographic conditions

## DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for financial year ended March 31, 2017, 2016 and 2015.

## OVERVIEW OF REVENUE AND EXPENDITURE

### Revenues

Our total revenue comprises of our operating turnover and other income. Our operating turnover includes our revenue from sale of Hi Pressure Decorative Laminates.

*Amount (Rs. In Lakhs)*

| Particulars                               | For the Year Ended March 31, |          |          |
|---|------------------------------|----------|----------|
|   | 2017                         | 2016     | 2015     |
| <b>INCOME</b>                             |                              |          |          |
| Revenue from operations/ Operating income | 7085.91                      | 6379.18  | 6705.90  |
| As a % of Total Revenue                   | 99.15%                       | 99.58%   | 99.75%   |
| Other income                              | 60.66                        | 27.22    | 16.83    |
| As a % of Total Revenue                   | 0.85%                        | 0.42%    | 0.25%    |
| Total Revenue (A)                         | 7,146.57                     | 6,406.40 | 6,722.73 |

### Expenditure

Our total expenditure primarily consists of (i) Cost of Material Consumed, (ii) finance cost (iii) employee benefit expenses (iv) depreciation and amortization and (v) other expenses.

The following table sets forth our expenditure in Rupees and as a percentage of our total revenue for the periods indicated:

*Amount (Rs. In Lakhs)*

| Particulars                           | Financial year ended March 31, |                |                |
|---------------------------------------|--------------------------------|----------------|----------------|
|                                       | 2017                           | 2016           | 2015           |
| <b>Expenditure</b>                    |                                |                |                |
| Cost of Material Consumed             | 4710.11                        | 4674.55        | 4888.41        |
| % of Total Revenue                    | 65.91%                         | 72.97%         | 72.71%         |
| Changes in inventories traded goods   | (146.90)                       | (228.46)       | 82.68          |
| % of Total Revenue                    | (2.06)%                        | (3.57)%        | 1.23%          |
| Employee benefit expenses             | 490.07                         | 386.45         | 255.30         |
| % of Total Revenue                    | 6.86%                          | 6.03%          | 3.80%          |
| Finance costs                         | 253.40                         | 215.26         | 256.66         |
| % of Total Revenue                    | 3.55%                          | 3.36%          | 3.82%          |
| Depreciation and amortisation expense | 180.24                         | 126.54         | 138.04         |
| % of Total Revenue                    | 2.52%                          | 1.98%          | 2.05%          |
| Other Expenses                        | 1376.95                        | 982.31         | 864.02         |
| % of Total Revenue                    | 19.27%                         | 15.33%         | 12.85%         |
| <b>Total Expenses</b>                 | <b>6863.87</b>                 | <b>6156.65</b> | <b>6485.11</b> |

### Cost of Material consumed

Purchases of cost of material consumed primarily of costs of purchase of various types of kraft paper, base paper, Phenol, Formaldehyde, Melamine, decorative paper. Purchases of cost of material consumed accounted for 68.40%, 65.41% and 65.91% of our total revenue for the financial year ended on March 31, 2015, 2016 and 2017 respectively.

### Changes in inventories

Our changes in inventories of manufactured goods include (i) changes in the opening stock and the closing stock of our goods which include various raw material, WIP product, and final product.

### Employee benefits expense

Our employee benefit expenses comprise employee salaries and wages, director remuneration, Bonus, Gratuity Expenses, contribution to employee's provident fund. Employee benefit expenses accounted for 3.80%, 6.03% and 6.86% of our total revenue for the financial year ended as on March 31, 2015, 2016 and 2017 respectively.

### Finance Costs

Our finance costs comprise interest paid on our term loans, interest on working capital loans, interest on deposits, bank commission, processing charges and other charges. Our finance costs accounted for 3.82%, 3.36% and 3.55% of our total revenue for the financial year ended as on March 31, 2015, 2016 and 2017 respectively.

### Depreciation

Depreciation on fixed tangible assets like Building plant and machinery, intangible, furniture & fixtures, and computers an is provided using the straight line method as per the useful lives of assets estimated by the management or at the rates as per the useful life prescribed under Schedule II of the Companies Act, 2013.

Our depreciation and amortization expense accounted for 2.05%, 1.98% and 2.52% of our total revenue for the financial year ended as on March 31, 2015, 2016 and 2017 respectively.

### Other Expenses

Our other expenses include costs of advertisement and sales promotion expenses, power and fuel expenses, labour expenses, import/ export expenses and other expenses. Other expenses accounted for 12.85%, 15.33%, and 19.27% of our total revenue for the financial year ended as on March 31, 2015, 2016 and 2017 respectively.

### Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

*Amount (Rs. In Lakhs)*

| Particulars   | For the Year Ended March 31, |          |          |
|---|------------------------------|----------|----------|
|   | 2017                         | 2016     | 2015     |
| <b>INCOME</b>   |                              |          |          |
| Revenue from operations/ Operating income                                   | 7085.91                      | 6379.18  | 6705.90  |
| As a % of Total Revenue   | 99.15%                       | 99.58%   | 99.75%   |
| Other income  | 60.66                        | 27.22    | 16.83    |
| As a % of Total Revenue   | 0.85%                        | 0.42%    | 0.25%    |
| Total Revenue (A)   | 7,146.57                     | 6,406.40 | 6,722.73 |
| <b>EXPENDITURE</b>  |                              |          |          |
| Cost of Material Consumed   | 4710.11                      | 4674.55  | 4888.41  |
| As a % of Total Revenue   | 65.91%                       | 72.97%   | 68.40%   |
| Changes in inventories of finished goods, traded goods and work-in-progress | (146.90)                     | (228.46) | 82.68    |
| As a % of Total Revenue   | (2.06)%                      | (3.57)%  | 1.23%    |
| Employee benefit expenses   | 490.07                       | 386.45   | 255.30   |
| As a % of Total Revenue   | 6.86%                        | 6.03%    | 3.80%    |
| Finance costs   | 253.40                       | 215.26   | 256.66   |

| Particulars  | For the Year Ended March 31, |               |               |
|--|------------------------------|---------------|---------------|
|  | 2017                         | 2016          | 2015          |
| As a % of Total Revenue                                | 3.55%                        | 3.36%         | 3.82%         |
| Depreciation and amortization expense                  | 180.24                       | 126.54        | 138.04        |
| As a % of Total Revenue                                | 2.52%                        | 1.98%         | 2.05%         |
| Other expenses   | 1376.95                      | 982.31        | 864.02        |
| As a % of Total Revenue                                | 19.27%                       | 15.33%        | 12.85%        |
| <b>Total Expenses (B)</b>                              | 6863.87                      | 6156.65       | 6485.11       |
| As a % of Total Revenue                                | 96.04%                       | 96.10%        | 96.47%        |
| Profit before exceptional, extraordinary items and tax | 282.70                       | 249.75        | 237.62        |
| As a % of Total Revenue                                | 3.96%                        | 3.90%         | 3.53%         |
| Exceptional items                                      | -                            | -             | -             |
| Profit before extraordinary items and tax              | 282.70                       | 249.75        | 237.62        |
| As a % of Total Revenue                                | 3.96%                        | 3.90%         | 3.53%         |
| Extraordinary items                                    | -                            | -             | -             |
| Profit before tax                                      | 282.70                       | 249.75        | 237.62        |
| <b>PBT Margin</b>                                      | 3.96%                        | 3.90%         | 3.53%         |
| Tax expense :  |                              |               |               |
| (i) Current tax  | 108.90                       | 82.41         | 69.44         |
| (ii) Deferred tax                                      | (15.21)                      | 0.15          | 7.98          |
| (iii) MAT Credit                                       | -                            | -             | -             |
| Total Tax Expense                                      | <b>93.69</b>                 | <b>82.56</b>  | <b>77.42</b>  |
| % of total income                                      | 1.31%                        | 1.29%         | 1.15%         |
| Profit for the year/ period                            | <b>189.01</b>                | <b>167.19</b> | <b>160.20</b> |
| <b>PAT Margin</b>                                      | 2.64%                        | 2.61%         | 2.38%         |

## COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

### INCOME

#### Income from Operations

(Rs. In lakhs)

|                  | 2016-17 | 2015-16 | Variance in % |
|------------------|---------|---------|---------------|
| Operating Income | 7085.91 | 6379.18 | 11.08%        |

The Revenue from operation of the Company for the year ending March 31, 2017 is Rs. 7085.91lakhs as compared to Rs. 6379.18lakhs for the year ending March 31, 2016, showing an increase of 11.08%. This increase was due to increase in market demand of the laminate products by various end users.

#### Other Income

Our other income increased by 122.85% to Rs.60.66 lakhs in FY 2016-17 from Rs. 27.22 lakhs in FY 2015-16. The increase was mainly due to company has written off the balance outstanding.

### EXPENDITURE

#### Cost of Raw material Consumed

(Rs. In lakhs)

| Particulars                   | 2016-17 | 2015-16 | Variance in % |
|-------------------------------|---------|---------|---------------|
| Cost of raw material consumed | 4710.11 | 4674.55 | 0.76%         |

Our direct expenditure has increased to Rs.4710.11lakhs in Financial Year 2016-17 from Rs. 4674.55 lakhs in Financial Year 2015-16 showing an increase of 0.76% over the previous year. The increase was much in lines of revenue.

#### **Increase and Decrease in inventory**

| Particulars                         | 2016-17  | 2015-16  | Variance in % |
|-------------------------------------|----------|----------|---------------|
| Changes in inventories traded goods | (146.90) | (228.46) | (35.70)%      |

Our change in inventory decreased to Rs. (146.90) lakhs in FY 2016-17 from Rs. (228.46) lakhs in FY 2015-16. There is (35.70%) decrease in change in inventories of raw material and component, work in progress, finished goods and stock in trade.

#### **Employee Benefit Costs**

(Rs. In lakhs)

| Particulars               | 2016-17 | 2015-16 | Variance in % |
|---------------------------|---------|---------|---------------|
| Employee Benefit Expenses | 490.07  | 386.45  | 26.81%        |

Employee benefit expenses increased from Rs.386.45 lakhs in financial year 2015-16 to Rs. 490.07lakhs in financial year 2016-17 due to increase in business operation.

#### **Finance Charges**

Our finance charges have increased to Rs. 253.40 lakhs in financial year 2016-17 from Rs. 215.26 lakhs in financial year 2015-16. The increase in finance cost is due to increase in interest on loan and other borrowing cost. The increase was 17.72% as compared to last year.

#### **Depreciation**

Depreciation expenses for the Financial Year 2016-17 have increased to Rs. 180.24 lakhs as compared to Rs. 126.54 lakhs for the Financial Year 2015-16 showing an increase of 42.44%. The increase was mainly due to addition of plant and machinery and computers.

#### **Other Expenses**

| Particulars    | 2016-17  | 2015-16 | Variance in % |
|----------------|----------|---------|---------------|
| Other Expenses | 1,376.95 | 982.31  | 40.17%        |

Our other income increased by 40.17% to Rs. 1,376.95 lakhs in FY 2016-17 from Rs. 982.31 lakhs in FY 2015-16. The increase was mainly due to increase in advertisement and sales promotion expense, freight expenses, import/export related expenses. Although there is a decrease in consumption of stores & parts expenses

#### **Profit before Tax**

(Rs. In lakhs)

| Particulars       | 2016-17 | 2015-16 | Variance in % |
|-------------------|---------|---------|---------------|
| Profit Before Tax | 282.70  | 249.75  | 13.19%        |

Profit before tax increased from Rs. 282.70 lakhs in financial year 2015-16 to Rs. 249.75 lakhs in financial year 2016-17. The increase was mainly due to increase in operation of the organisation and other income.

#### **Provision for Tax and Net Profit**

(Rs. In lakhs)

| Particulars          | 2016-17 | 2015-16 | Variance in % |
|----------------------|---------|---------|---------------|
| Current Tax Expenses | 108.90  | 82.41   | 32.14%        |
| Deferred tax         | (15.21) | 0.15    | (10240.00)%   |



| Particulars             | 2016-17 | 2015-16 | Variance in % |
|-------------------------|---------|---------|---------------|
| Total Taxation Expenses | 93.69   | 82.56   | 13.48%        |
| Profit after Tax        | 189.01  | 167.19  | 13.05%        |

Current tax expenses increased from Rs. 82.41 lakhs in financial year 2015-16 to Rs. 108.90 lakhs in financial year 2016-17. The increase was mainly due to increase in profit margin of the company.

Deferred tax expenses decreased from Rs. 0.15 lakhs in financial year 2015-16 to Rs. (15.21) lakhs in financial year 2016-17. The increase was mainly due to difference between depreciation.

Profit after tax increased from Rs. 167.19 lakhs in financial year 2015-16 to Rs. 189.01 lakhs in financial year 2016-17. The increase was mainly due to increase in operation of the organisation.

## COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

### INCOME

#### Revenue from Operations

(Rs. in lakhs)

| Particulars      | 2015-16 | 2014-15 | Variance in % |
|------------------|---------|---------|---------------|
| Operating Income | 6379.18 | 6705.90 | (4.87)%       |

The operating income of the Company for the financial year 2015-2016 was Rs. 6379.18 lakhs as compared to Rs. 6705.90 lakhs for the financial year 2014-2015. There was 4.87% decrease in income from operation of the organisation.

#### Other Income

Other Income of the Company for the financial year 2015-16 was Rs. 27.22 lakhs compared to Rs. 16.83 for the financial year 2014-15. The increase was mainly due to increase in foreign exchange loss however impact of same is reduced due to decrease in the interest on FDR.

### EXPENDITURE

#### Cost of material consumed

(Rs. in lakhs)

| Particulars               | 2015-16  | 2014-15 | Variance in % |
|---------------------------|----------|---------|---------------|
| Cost of material consumed | 4,674.55 | 4888.41 | (4.37)%       |

Cost of material consumed decreased to Rs. 4,674.55 lakhs in financial year 2015-16 from Rs. 4888.41 lakhs in financial year 2014-15 showing a decrease of 4.37% over the previous year. The decrease in Cost of material consumed was in line with the sales of the Company.

#### Increase and Decrease in inventory

Amount (Rs. In

Lakhs)

| Particulars   | 2015-16 | 2014-15 | Variance in % |
|---|---------|---------|---------------|
| Changes in inventories of finished goods, traded goods and work-in-progress | 228.46  | 82.68   | (376.32%)     |

Our change in inventory decreased to Rs. 228.46 lakhs in FY 2015-16 from Rs. 82.68 lakhs in FY 2015-15. There is 376.32% decrease in change in inventories of finished goods.

#### Employee Benefit Costs

(Rs. in lakhs)

| Particulars               | 2015-16 | 2014-15 | Variance in % |
|---------------------------|---------|---------|---------------|
| Employee Benefit Expenses | 386.45  | 255.30  | 51.37%        |

Employee Benefit Expenses in financial year 2015-2016 have increased to Rs. 386.45 lakhs from Rs. 255.30 lakhs as against in financial year 2014-15. The increase was due to increase in salaries of employees and staff welfare expenses, director remuneration and gratuity provision.

### **Finance Charges**

The finance charges for the Financial Year 2015-2016 decreased to Rs. 215.26 lakhs from Rs.256.66 lakhs during the financial year 2014-15. The decrease was primarily due to decrease in interest on the loan and bank charges.

### **Depreciation & Amortization**

Depreciation & Amortization for the year financial year 2015-16 has decreased to Rs. 126.54 lakhs as compared from Rs. 138.04 for the financial year 2014-15. There was 8.33% decrease in depreciation & amortization.

### **Other expenses**

| Particulars    | 2015-16 | 2014-15 | Variance in % |
|----------------|---------|---------|---------------|
| Other expenses | 982.31  | 864.02  | 13.69%        |

Other expenses increased from Rs. 864.02 lakhs in financial year 2014-15 to Rs. 982.31 lakhs in financial year 2015-16 showing an increase of 13.69% over the previous financial year. The increase was mainly due to increase in advertisement and sale promotion expenses, discount.

### **Profit before Tax, Provision for Tax and Net Profit**

(Rs. in lakhs)

| Particulars                    | 2015-16      | 2014-15      | Variance in % |
|--------------------------------|--------------|--------------|---------------|
| Profit before tax              | 249.75       | 237.62       | 5.10%         |
| Current tax expenses           | 82.41        | 69.44        | 18.68%        |
| Deferred tax expenses          | 0.15         | 7.98         | (98.12)%      |
| <b>Total Taxation Expenses</b> | <b>82.56</b> | <b>77.42</b> | <b>6.64%</b>  |
| Profit after Tax               | 167.19       | 160.20       | 4.36%         |

Profit before Tax Expenses increased by 5.10% during the financial year 2015-16 compared with the financial year 2014-15.

Taxation Expenses increased by 6.64% during the financial year 2015-16 compared with the financial year 2014-15. Taxation expenses for the year Financial Year 2015-16 comprehend current tax Rs. 82.41 and deferred tax Rs. 80.15 and for the year Financial Year 2014-15 comprehend current tax Rs. 69.44 and deferred tax Rs. 7.98 deferred tax predominantly arise due to depreciation.

Profit after tax increased to Rs. 167.19 lakhs in the financial year 2015-16 as compared to Rs.160.20 lakhs in the financial year 2014-15. There was 4.36% increase in profit after tax due to increase in profit margin.

### **OTHER MATTERS**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 20 of this Red Herring Prospectus to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the section titled “*Risk Factors*” beginning on page 20 of this Red Herring Prospectus our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **4. Future relationship between Costs and Income.**

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies, global market situation and prices of traded material.

#### **5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices.**

Except as described in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 20, 115 and 199, respectively, to the best of our knowledge, there is no future relationship between expenditure and income that will have a material adverse impact on the operations and finances of our Company.

#### **6. Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating in trading of paper and chemical industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 101 of this Red Herring Prospectus.

#### **7. Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Red Herring Prospectus.

#### **8. The extent to which the business is seasonal**

Our Company’s business is not seasonal in nature.

#### **9. Any significant dependence on a single or few suppliers or customers**

Significant proportion of our revenues have historically been derived from a limited number of customers. The % of a Contribution of our Company’s customer and supplier vis a vis the total revenue from operations respectively as March 31, 2017 is as follows:

|            | <b>Customers</b> | <b>Suppliers</b> |
|------------|------------------|------------------|
| Top 5 (%)  | 21.72            | 15.62            |
| Top 10 (%) | 30.80            | 25.37            |

#### **10. Competitive Conditions**

We face competition from existing and potential organised and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “*Our Business*” on page 115 of this Red Herring Prospectus.

## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on March 31, 2017, our Company has total outstanding secured borrowings from banks aggregating to 1877.39 Lakhs.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions on a consolidated basis as of March 31, 2017:

| Category of Borrowing              | Sanctioned Amount<br>(` in Lakhs ) | Outstanding Amount<br>(` in Lakhs) |
|------------------------------------|------------------------------------|------------------------------------|
| <b>Term Loan</b>                   | <b>424.00</b>                      | <b>292.69</b>                      |
|                                    |                                    |                                    |
| Working Capital Fund Based         | 1700.00                            | 1583.30                            |
| Working Capital Non Fund Based     | 625.00                             | -                                  |
| <b>Total Working Capital Limit</b> | <b>2325.00</b>                     | <b>1583.30</b>                     |
|                                    |                                    |                                    |
| <b>Total Vehicle Loans</b>         | <b>5.81</b>                        | <b>1.40</b>                        |

#As per Punjab National Bank's sanction letter dated December 30, 2016, the bank has taken over the entire loan amount sanctioned by the Kotak Mahindra Bank to the Company.

### Principal terms of the borrowings availed by us from banks:

#### Interest:

In terms of the loans availed by our Company, the interest rate is typically the base rate of a specified lender and spread per annum, subject to a minimum interest rate. The spread varies between different loans. The interest rate for the loans availed by our Company ranges from 9.15% per annum to 11.60% per annum.

#### Tenor/Re-payment:

The working capital facilities are typically repayable on demand. The repayment period of the term loans availed by our Company typically ranges between 40 to 60 equal monthly installments. The repayment of Vehicle Loan is to be made in 36 equal monthly installments.

**Security:** In terms of our borrowings where security needs to be created, our Company is typically required to:

- Create a Hypothecation charge on entire current assets (Present & Future) including stock of raw material, stocks in process, finished goods, consumables, receivables, stores, spares, etc.
- Create a First charge over the entire Block Assets of the Company (excluding hypothecated vehicles and Factory and Land and Building), present and future.
- Provide collateral security by way of creating a) First charge on equitable mortgage of

Factory Land admeasuring about 29,239 square meters situate at Block/ Survey No. 335, Mouje: Dalpur, Taluka: Prantij, Sabarkantha, Gujarat and building construction thereof standing in the name of the Company.

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

### **Restrictive Covenants:**

The undernoted covenants will be subject to prior notice being given by the borrower and being agreed by the Bank. If the Bank turns down the borrower's request but the latter still goes ahead, the Bank shall have the right to call up the facilities sanctioned.

1. Formulate any scheme of amalgamation or reconstruction.
2. Undertake any new project, implement any scheme of expansion/ diversification or capital expenditure or acquire any fixed assets (except normal replacements indicate in funds flow statement submitted to and approved by the Bank) if such investment results into breach of financial covenants or diversion of working capital funds to financing of long-term assets.
3. Invest by way of share capital in or lend or advance funds to or place deposits with any other concern (including group companies); normal trade creditor security deposits in the ordinary course of business or advances to employee can, however, be extended. Such investments should not result in breach of financial covenants relating to TOL/ Adj. TNW and current ratio agreed upon at the time of sanction.
4. Enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company, or otherwise or accept deposits which increases indebtedness beyond permitted limits, stipulated if any at the time of sanction.

### **Unsecured Borrowings:**

In addition to the secured borrowings availed by us from banks, we have also availed certain Unsecured loans.

Set forth below is a brief summary of Unsecured Loans as of March 31, 2017:

#### **1. from Banks**

| <b>Name of the Lender</b> | <b>Amount Sanctioned<br/>(` in Lakhs)</b> | <b>Outstanding Amount<br/>(` in Lakhs)</b> |
|---------------------------|---|--|
| ICICI Bank Limited        | 25.00                                     | 16.26                                      |
| HDFC Bank Limited         | 30.00                                     | 19.78                                      |

#### **2. from NBFCs**

| <b>Name of the Lender</b>               | <b>Amount Sanctioned<br/>(` in Lakhs)</b> | <b>Outstanding Amount<br/>(` in Lakhs)</b> |
|---|---|--|
| Magma Fincorp Limited                   | 40.00                                     | 31.31                                      |
| TATA Capital Financial Services Limited | 30.00                                     | 19.55                                      |
| Bajaj Finserv Limited                   | 25.25                                     | 6.49                                       |

### 3. Unsecured Borrowings from others:

#### 1. From Directors:

| Sr.No. | Name of the Director | Amount (Rs. in Lakhs) |
|--------|----------------------|-----------------------|
| 1.     | Pravinbhai A. Patel  | 32.99                 |
| 2.     | Pravinbhai N. Patel  | 4.16                  |
| 3.     | Sureshbhai Patel     | 4.02                  |

#### 2. From Shareholders:

| Sr.No. | Name of Shareholder     | Amount (Rs. In lakhs) |
|--------|-------------------------|-----------------------|
| 1.     | Amratbhai H Patel       | 2.50                  |
| 2.     | Amratbhai H Patel – HUF | 10.58                 |
| 3.     | Anandbhai Patel         | 20.90                 |
| 4.     | Daxesh Raval            | 53.46                 |
| 5.     | Girishkumar Patel       | 5.00                  |
| 6.     | Hirabhai Patel          | 1.00                  |
| 7.     | Jayantibhai G Patel     | 3.60                  |
| 8.     | Jayantibhai G. Patel    | 0.38                  |
| 9.     | Jayantibhai P Patel     | 16.08                 |
| 10.    | Khetabhai Patel-Huf     | 5.99                  |
| 11.    | Mahendrabhai Patel      | 78.86                 |
| 12.    | Mavjibhai V Patel-Huf   | 4.39                  |
| 13.    | Paratbhai Patel-Huf     | 3.00                  |
| 14.    | Shantaben Patel-Deposit | 7.00                  |
| 15.    | Vasantbhai Raval        | 26.65                 |
| 16.    | Yash P Patel            | 6.11                  |
| 17.    | Jasvantbhai A Patel     | 39.99                 |
| 18.    | Prafulkumar D Patel     | 26.46                 |

#### 3. From Relatives:

| Sr.No. | Name of the Relative      | Amount (Rs. In lakhs) |
|--------|---------------------------|-----------------------|
| 1.     | Aartiben Patel            | 2.51                  |
| 2.     | Anjanaben Patel           | 3.96                  |
| 3.     | Chirag Patel              | 5.56                  |
| 4.     | Devachandbhai Patel       | 10.75                 |
| 6.     | Dinaben Patel             | 11.06                 |
| 7.     | Hanshrajbhai Patel-HUF    | 5.69                  |
| 8.     | Hansrajbhai Patel         | 12.72                 |
| 9.     | Hemaben Patel             | 5.50                  |
| 10.    | Jasvantbhai A.Patel - HUF | 14.54                 |
| 11.    | Kantaben Patel            | 4.78                  |
| 12.    | Mahendrabhai N Patel-HUF  | 72.40                 |
| 13.    | Maniben H Patel           | 10.50                 |
| 14.    | Manjulaben Patel          | 39.85                 |
| 15.    | Nathabhai Patel           | 33.37                 |
| 16.    | Pravinbhai A.Patel -Huf   | 15.78                 |
| 17.    | Pravinbhai N Patel—Huf    | 36.85                 |
| 18.    | Shantaben Patel           | 2.00                  |
| 19.    | Sureshbhai H Patel—HUF    | 7.96                  |

|     |                    |       |
|-----|--------------------|-------|
| 20. | Sureshbhai R Patel | 17.38 |
| 21. | Tulsiben Patel     | 8.00  |
| 22. | Vimlaben Patel     | 8.00  |

**Tenor/Re-payment:**

The unsecured loans from Banks is repayable in 24 monthly instalments whereas in case of NBFCs, loan from. Magma Fincorp Limited is repayable in 36 monthly instalments, loan from TATA Capital Financial Services Limited is repayable in 24 monthly instalments and loan from Bajaj Finserv Limited is repayable in 12 monthly instalments. The unsecured loans from shareholders, directors and relatives are repayable on demand.

**Interest Rate**

Interest rate for loan taken from director and relatives of directors is nil and interest rate on loan taken from other entities ranges from 14.99% p.a. to 16.50% p.a.

## **SECTION VI – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, Subsidiaries or Group Companies.

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 June 28, 2017 determined that outstanding dues to creditors in excess of Rs. 5.00 lakhs as per last audited financial statements shall be considered as material dues (“Material Dues”).

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies 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 5.00 lakhs as determined by our Board, in its meeting held on June 28, 2017.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies 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 Draft Red Herring Prospectus.

#### **LITIGATIONS INVOLVING OUR COMPANY**

#### **LITIGATIONS AGAINST OUR COMPANY**

##### **Criminal Litigations**

Nil

##### **Civil Proceedings**



1. A Show Cause Notice bearing reference no. V.48/15-31/OFF/OA/2016-17 dated May 03, 2017 was issued to Airolam Limited (hereinafter referred to as “the Noticee Company”) and to its director, Pravinbhai Nathabhai Patel (hereinafter referred to as “the Noticee Director”) by Office of the Assistant Commissioner of Central Excise (hereinafter referred to as “Excise Authority”). The Show Cause Notice was issued to the Noticee Company for contravention of Rule 4, 5, 6, 8, 10 and 11 of the Central Excise Rules, 2002 (hereinafter referred to as “the Rules”) and to the Noticee Director as he admitted in his statement recorded on July 01, 2014 that he is overall in charge of the firm and it appeared that the illicit clearance took place at his instance. The Noticee Company was called upon to show cause before the Excise Authority as to why:
  - a. Central Excise duty of Rs. 29,38,280/- should not be recovered from them under Section 11A(4) of the Central Excise Act, 1944
  - b. Interest should not be recovered as per Section 11AA of the Central Excise Act, 1944
  - c. Penalty should not be imposed under Section 11AC of the Central Excise Act, 1944
  - d. Duty of Rs. 26,50,000/- paid vide challans should not be appropriated towards their duty liability.

The Noticee Director was also called upon to show cause as to why penalty should not be imposed upon him under Rule 26(1) of the Rules. The Noticee Company has issued a letter addressed to the Excise Authority on June 13, 2017 for providing them the Xerox copies of the documents withdrawn from their factory premises under Panchnama dated June 30, 2014/July 01, 2014, so that they can file their defense reply on the basis of the same. The matter is currently pending.

#### **Consumer Dispute:**

1. **VICKY GLASS HOUSE V. JIWAN KUMAR, AIROLAM LIMITED AND JINDAL MICA HOUSE**

Vicky Glass house (hereinafter referred to as “**Authorized Dealer**”) filed a revision petition dated July 18, 2016 bearing number **2145 of 2016** under **Section 21** of the **Consumer Protection Act, 1986** along with Miscellaneous Application No. 6716/2016 and 6717/2016 before the National Consumer Disputes Redressal Commission, challenging the order dated February 10, 2016 passed by Hon’ble State Consumer Disputes Redressal Commission, Punjab in the First appeal No. **1632 of 2014**, against Jiwan Kumar (hereinafter referred to as “**Complainant**”), Airolam Limited (hereinafter referred to as “**Manufacturer**”) and Jindal Mica House (hereinafter referred to as “**Agent**”). The Complainant purchased 98 sunmica sheets along with other goods from the Authorized Dealer. Out of the said purchase, 40 sheets were laminated and of 1 mm thickness @ Rs. 1350/- & Rs. 1125/- per sheet and the remaining of 0.7 mm thickness. The Complainant had spent about Rs. 4,00,000/- on the entire woodwork including labour. In March 2011, he noticed some cracks developing in the 1 mm sunmica sheets due to which the entire wooden work was deteriorated. Complainant approached the Manufacturer, Authorized Dealer and the Agent for the said cracks. The Authorized Dealer visited the house and informed that the cracks were due to manufacturing defect. If the sheets were to be changed then the Complainant had to spend Rs. 2,50,000/- for refurnishing the woodwork. Hence, a complaint was filed under **Section 12** of the **Consumer Protection Act, 1986**. Complaint was allowed by the said Ld. District Forum, Sangrur, Punjab vide its order dated October 28, 2014 and directed Manufacturer and Authorized Dealer to pay Rs. 2,50,000/- along with 9% interest plus Rs. 5000/-. Application bearing reference no. 2565/2014 for staying the impugned order was filed by the Authorized Dealer. The Manufacturer filed a First Appeal bearing no. 1663 of 2014 before the State Consumer Disputes Redressal Commission, Punjab against the impugned order. Vide its order dated February 10, 2016, the Hon’ble State Commission, Punjab, Chandigarh disposed off the Appeal bearing reference no. 1632/2014 with slight modification. Liability of the Manufacturer was held to

be to the extent of 50% and remaining 50% of that of the Authorized Dealer. However, the Complainant would be at will to waive this 50% amount against the Authorized Dealer. The Authorized Dealer was dissatisfied with the said order and hence filed Revision Petition before the National Consumer Disputes Redressal Commission, New Delhi. The matter is currently pending.

### **Taxation Matters**

#### **AY 2013-14**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on July 24, 2015 under **Section 220(2)** and **Section 245** of the **Income Tax Act, 1961** amounting to **Rs. 752/-**. The amount is currently outstanding.

#### **Proceedings against Our Company for economic offences/securities laws/ or any other law**

Nil

#### **Penalties in Last Five Years**

1. **BHAYABHAI GIGABHAI SUTREJA, REGIONAL OFFICER, GUJARAT POLLUTION CONTROL BOARD V. AIROLAM LIMITED AND ORS.**

A Criminal case bearing reference no. 1552/2014 was filed by the Regional Officer of Gujarat Pollution Central Board (hereinafter referred to as "**Plaintiff**") against Airolam Limited and its Directors viz. Pravinbhai Nathabhai Patel and Sureshbhai Hansrajbhai Patel (hereinafter referred to as "**Defendants**") under **Section 15** and **Section 19 of the Environment Protection Act, 1986**. The Defendants were found to be jointly and severally responsible for violation of the said Sections as they carried out preparation of resin and laminated sheets without permission. The Defendants pleaded themselves guilty for the same. Hence, an order imposing a fine for Rs. 90,000/- was passed against them on December 14, 2015. The same was paid vide receipt no. 17 to 25 dated November 14, 2015.

#### **Pending Notices against our Company**

1. Income Tax Authority, (hereinafter referred to as the '**Assessing Authority**') issued a notice dated November 03, 2016 under **Section 143 (1) of the Income Tax Act, 1961** to Airolam Limited (hereinafter referred to as the '**Assessee Company**') for Scrutiny Assessment as the Assessment made on March 13, 2015 for AY 2012-13 was required to be amended for the fact that there was a mistake apparent from the record, the said amendment resulted in increase of liability of the Assessee Company. An opportunity to be heard was given to the Assessee Company via this notice to appear in person or to send a written reply. Assessee Company did not file a reply. The matter is currently pending.
2. Income Tax Authority, Circle (hereinafter referred to as the '**Assessing Authority**') issued a notice dated September 26, 2016 under **Section 142 (1) of the Income Tax Act, 1961** to Airolam Limited (hereinafter referred to as the '**Assessee Company**') in connection with a notice sent to it under **Section 143(2)** of the Act for the purpose of scrutiny. By the said notice, the Assessee company was given an opportunity to produce any evidence in support of the return of income. The notice under **Section 142(1)** of the **Income Tax Act, 1961** was sent to the Assessee Company requesting to submit copies of certain documents either in person or through a representative duly authorized in writing on this behalf for the purpose of assessment. No Reply as such was filed. The matter is currently pending.
3. Income Tax Department (hereinafter referred to as the '**Assessing Authority**') issued a notice dated July 28, 2016 under **Section 143 (2) of the Income Tax Act, 1961** to Airolam Limited (hereinafter referred to as the '**Assessee Company**') for scrutiny. Certain issues were identified for examination

and the Assessing Authority gave an opportunity to produce any evidence in support of the return by providing the same on August 02, 2016. No Reply as such was filed. The matter is currently pending.

**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

**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**

Nil

**Civil Proceedings**

**Mahendrabhai Amichandbhai Patel**

1. A Demand-cum-Show Cause Notice bearing reference no. F.No. DGCEI/AZU/36-68/2008-09 was issued by Directorate General of Central Excise Intelligence (hereinafter referred to as “the **Excise Authority**”) dated July 07, 2010 to Mahendrabhai Amichandbhai Patel (hereinafter referred to as “the **Noticee Director**”) and to Crystal Ceramic Industries Private Limited, the Company in which the Noticee Director was a Director (hereinafter referred to as the “the **Noticee Company**”). The Noticee Company appeared to have evaded duty by way of fraud and in contravention of provisions of Central Excise Rules, 1944. The Noticee Company was liable to penal action under Section 11AC of the Central Excise Act, 1944. The duty short paid by way of undervaluation is recoverable from Noticee Company by invoking extended period of 5 years as per proviso to Sub section (1) of Section 11-A of the Central Excise Act, 1944. Noticee Company was also held liable to pay interest under Section 11AB of the Central Excise Act, 1944 on duty short paid. The Noticee Director was alleged to have

been a part the aforesaid evasion as he was in-charge of all the daily business of the Noticee Company. Noticee Director was also called upon to show cause to the Commissioner, Central Excise & Customs, Ahmadabad-III having his office at Custom House, Navrangpura, Ahmadabad, as to why penalty, should not be imposed upon him under Rule 26 of the Rules. Subsequently, OIO [Order In Original] bearing reference no. NO. AHM-EXCUS-003-COM-002-14-15 dated June 09, 2014 was passed holding the Noticee Director liable to penal action under Rule 26 of the Rules and imposes penalty of Rs. 34,47,000/- upon Noticee Director. The matter is currently pending.

2. An OIO [Order In Original] bearing reference no. AHM-EXCUS-003-COM-003-14-15 dated June 11, 2014 was issued by the Office of the Commissioner of Central Excise, Ahmedabad - III (hereinafter referred to as “the Excise Authority”) against Mahendrabhai Amichandbhai Patel (hereinafter referred to as “the Noticee Director”) and Crystal Ceramic Industries Private Limited, the Company in which the Noticee Director was a Director (hereinafter referred to as “the Noticee Company”) in respect of a Show Cause Notice issued by Additional Director General, DGCEI, Ahmedabad, Zonal Unit, Ahmedabad, to the Noticee Company and the Noticee Director dated May 06, 2010 bearing reference no. DGCEI/AZU/36-31/2010-11. The Excise Authority held that the Noticee Director had concerned himself in manufacturing, storing, depositing, removing, selling and in all such manners dealt with excisable goods on which appropriate amount of Central Excise duty was not paid. Hence, the Excise Authority passed the aforesaid mentioned OIO [Order In Original] imposing penalty of Rs. 15,00,000/- upon the Noticee Director Rule 26 of the Central Excise Rules, 2002. An appeal has been filed against the impugned order dated June 11, 2014 by the Noticee Company before the Customs, Excise and Service Tax Appellate Tribunal. The matter is currently pending.

## **Taxation Matters**

### **Manilal Patel**

#### **AY 2011-12**

1. Income Tax Department’s website under the head ‘Response to Outstanding Tax Demand’ displays an outstanding demand raised on June 02, 2012 under Section 143(1)a and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 6,700/-**. The amount is currently outstanding.

*[Pravinbhai Amichandbhai Patel and Sureshbhai Patel are the Promoters as well as Directors of our Company. For litigation pertaining to them please refer ‘LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY’]*

### **Past Penalties imposed on our Directors**

Nil

### **Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law**

Nil

### **Directors on list of wilful defaulters of RBI**

Nil

## **LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY**

### **Criminal Litigations**

Nil

## **Civil Proceedings**

**Nil**

## **Taxation Matters**

**Nil**

## **LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY**

### **LITIGATIONS AGAINST OUR PROMOTER/S**

#### **Criminal Litigations**

**Nil**

#### **Civil Proceedings**

**Nil**

#### **Taxation Matters**

#### **Pravinbhai Amichandbhai Patel**

##### **AY 2009-10**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on December 08, 2009 under Section 143(1)a and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 511/-**. The amount is currently outstanding.

##### **AY 2010-11**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on March 19, 2011 under Section 143(1)(a) and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 15,820/-**. The amount is currently outstanding.

##### **AY 2012-13**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on January 25, 2017 under Section 220(2) and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 266/-**. The amount is currently outstanding.

#### **Daxeshbhai Rawal**

##### **AY 2011-12**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on January 22, 2013 under Section 143(1)(a) of the Income Tax Act, 1961 and outstanding demand raised on December 20, 2016 under Section 245 of the Income Tax Act, 1961 amounting to **Rs. 15,350/-**. The amount is currently outstanding.

##### **AY 2012-13**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on August 17, 2013 under Section 143(1)(a) of the Income Tax Act, 1961 and outstanding demand raised on December 20, 2016 under Section 245 of the Income Tax Act, 1961 amounting to **Rs. 6,090/-**. The amount is currently outstanding.

#### **Prafulbhai Patel**

##### **AY 2009-10**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on July 03, 2017 under Section 220(2) and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 339/-**. The amount is currently outstanding.

**Sureshbhai Patel**

**AY 2005-06**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on March 31, 2006 under Section 143(3) and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 495/-**. The amount is currently outstanding.

**AY 2016-17**

1. Income Tax Department's website under the head 'Response to Outstanding Tax Demand' displays an outstanding demand raised on November 01, 2016 under Section 143(1)a and Section 245 of the Income Tax Act, 1961 amounting to **Rs. 600/-**. The amount is currently outstanding.

**Past Penalties imposed on our Promoters**

Nil

**Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law**

Nil

**Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years**

Nil

**Penalties in Last Five Years**

Nil

**Litigation/defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in the past.**

Nil

**Adverse finding against Promoter for violation of Securities laws or any other laws**

Nil

**LITIGATIONS FILED BY OUR PROMOTER/S**

**Criminal Litigations**

Nil

**Civil Proceedings**

Nil

**Taxation Matters**

Nil

**LITIGATIONS INVOLVING OUR GROUP COMPANIES**

**LITIGATIONS AGAINST OUR GROUP COMPANIES**

**Criminal Litigations**

Nil

**Civil Proceedings**

Nil

**Taxation Matters**

Nil

**Past Penalties imposed on our Group Companies**

Nil

**Proceedings initiated against our Group Companies 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 Group Companies**

Nil

**Adverse finding against Group Companies for violation of Securities laws or any other laws**

Nil

**LITIGATIONS FILED BY OUR GROUP COMPANIES**

**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 SUBSIDIARY COMPANIES**

***AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY SUBSIDIARY***

**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 199 of this Draft Red Herring 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, 2017, our Company had 20 creditors, to whom a total amount of Rs. 1322.11 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated June 28, 2017, considered creditors to whom the amount due exceeds Rs. 5.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

| <b>Sr. no</b> | <b>Creditors</b>             | <b>Amount (Rs. in Lakhs)</b> |
|---------------|------------------------------|------------------------------|
| 1.            | NARESH TRADLINK PVT LTD      | 262.89                       |
| 2.            | EMPIRE INTERMEDIATER PVT LTD | 154.18                       |
| 3.            | JAY PAPER                    | 133.23                       |
| 4.            | AQUICHEM INDUSTRIES          | 125.23                       |
| 5.            | SIDMAR SALES SYNERGY LLP     | 88.12                        |
| 6.            | FAKIRSONS PAPCHEM PVT LTD    | 85.36                        |
| 7.            | SONKAMAL ENTERPRISE PVT LTD  | 72.96                        |
| 8.            | PARIJAT PAPER MILL           | 69.94                        |
| 9.            | MAHADEV PAPER CORPORATION    | 52.74                        |
| 10.           | TANISH INDUSTRIES PVT LTD    | 42.37                        |
| 11.           | RAMNIKALAL S GOSALIA & CO    | 40.52                        |
| 12.           | SUNITA COMMERCIAL PVT LTD    | 38.73                        |
| 13.           | LAMITECH INDIA               | 32.71                        |
| 14.           | VITRANG ASSOCIAT             | 26.81                        |
| 15.           | DESAI COATING INDUSTRIES     | 21.19                        |
| 16.           | SANCHEM SOPHIN PVT LTD       | 17.81                        |
| 17.           | AH CHEMICALS PVT LTD         | 16.01                        |
| 18.           | ARIHANT ENTERPRISE           | 14.74                        |
| 19.           | JAYDIP AGENCY                | 14.42                        |
| 20.           | INNOVATIVE CREATION          | 12.15                        |
|               | <b>Total</b>                 | <b>1322.11</b>               |

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company [www.airolam.com](http://www.airolam.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, [www.airolam.com](http://www.airolam.com) would be doing so at their own risk.



## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of manufacturing decorative laminated sheets, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer chapter “Key Industry Regulations and Policies” on page 123 of this Red Herring Prospectus.

The Company has its business located at:

**Registered Office/Manufacturing Unit/ Warehouse:** Survey No. 355, Nanapur Road, N.H. No. 8, Village- Dalpur, Tahsil-Prantij, District: Sabarkantha, State – Gujarat- 383120, India.

The object clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

### **APPROVALS FOR THE ISSUE**

#### **Corporate Approvals:**

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on May 12, 2017, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on June 7, 2017 authorized the Issue.

#### **In- principle approval from the Stock Exchange**

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated September 8, 2017 bearing reference no. NSE/LIST/18689.

#### **Agreements with NSDL and CDSL**

1. The Company has entered into an agreement dated August 10, 2017 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 10, 2011 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 INE801L01010

### **INCORPORATION AND OTHER DETAILS**

1. The Certificate of Incorporation dated October 22, 2007 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, in the name of “AIRO LAM LIMITED”.
2. The Corporate Identification Number (CIN) of the Company is U20211GJ2007PLC052019

**APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

| Sr. No. | Description   | Authority   | Registration No./<br>Reference No./<br>License No.         | Date of Issue     | Date of Expiry  |
|---------|---|---|--|-------------------|---|
| 1       | Certificate of Importer- Exporter Code (IEC)  | Foreign Trade Development Officer, Office of Jt. Director General of Foreign Trade, Ministry of Commerce, Government of India | IEC: 0807014958  | December 31, 2007 | In case of name change or address change, IEC holder shall cease to be eligible to Import or Export after expiry of 90 days from the date such a change happens unless changes notified to Licensing Authority. |
| 2       | Entrepreneurs Memorandum for setting micro, small and medium Enterprises Unit   | District Industries Center, Sabarkantha, Government of Gujarat  | Entrepreneurs Memorandum Number (Part II): 24-005-13-00246 | July 29, 2008     | Perpetual   |
| 3       | License to work a factory<br>(under Factories Act, 1948 and Rules made thereunder)  | Deputy Director, Industrial Safety and Health, Directorate Industrial Safety and Health Gujarat State                         | Registration Number: 1368/21099/2008<br>License No. 5463   | April 19, 2016    | December 31, 2020   |
| 4.      | Certificate for the use of a Boiler<br>(Under Section 7 and 8 of the Indian Boilers Act, 1923)<br><br>(Permission for plugging of 5 nos. leaky tubes & replacement of | Director, Gujarat Boiler Inspection Department  | GT-5737  | March 20, 2017    | March 20, 2018  |

| Sr. No. | Description  | Authority | Registration No./<br>Reference No./<br>License No. | Date of Issue | Date of Expiry |
|---------|--|-----------|--|---------------|----------------|
|         | existing feed water pipe line as per original approved drawing was granted by Office of the Director of Boilers on May 02, 2017 and is valid till February 21, 2018 and permission for replacement of second pass tube and approval of contractor and their welder was granted on February 06, 2017 by Office of the Director of Boilers and is valid till February 21, 2018 |           |  |               |                |

#### **TAX RELATED APPROVALS/LICENSES/REGISTRATIONS**

| Sr. No. | Authorisation granted   | Issuing Authority   | Registration No./Reference No./License No. | Date of Issue  | Validity  |
|---------|---|---|--|--|-----------|
| 1       | Permanent Account Number (PAN)  | Income Tax Department, Government of India  | AAGCA6219G                                 | October 22, 2007   | Perpetual |
| 2       | Tax Deduction Account Number (TAN)  | Income Tax Department, Government of India  | AHMA07515E                                 | December 18, 2007  | Perpetual |
| 3       | Certificate of Registration (Under Gujarat Value Added Tax Act, 2003 and rules made thereunder) | Commercial Tax Officer Class – II, Commercial Tax Department, Government of Gujarat | 24050800747                                | Issued on December 31, 2007<br><br>Date of Effectiveness:<br><br>: November 28, 2007 | Perpetual |

| Sr. No. | Authorisation granted   | Issuing Authority  | Registration No./Reference No./License No. | Date of Issue   | Validity                                      |
|---------|---|--|--|---|---|
| 4       | Certificate of Registration of Service Tax<br><br>(under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)  | Central Board of Excise and Customs, Ministry of Finance – Department of Revenue | AAGCA6219GST 001                           | Issue of Original: December 10, 2007<br><br>Date of Last amendment March 01, 2013 | Until cancelled                               |
| 5       | Certificate of Registration Central Sales Tax<br><br>(Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957) | Commercial Tax Officer Class – II, Gujarat Commercial Tax                        | 24550800747                                | Valid from: November 28, 2007<br><br>Issued on: December 31, 2007                 | Until Cancelled                               |
| 6       | Central Excise Registration Certificate<br><br>(under Rule 9 of the Central Excise Rules, 2002)                                     | Assistant Commissioner of Central Excise, Gandhinagar                            | AAGCA6219GX M001                           | January 01, 2008  | Valid unless requested for correction/change. |
| 7       | Form GST REG-25 [Certificate of Provisional Registration]   | Government of India and Government of Gujarat                                    | GSTIN: 24AAGCA6219G 1ZX                    | June 25, 2017   | This is provisional registration              |

#### **LABOUR RELATED APPROVALS/REGISTRATIONS**

| Sr. No. | Description   | Authority  | Registration No./Reference No./License No.                         | Date of Issue |
|---------|---|--|--|---------------|
| 1.      | Employees Provident Fund Registration<br><br>(under Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and rules made) | Assistant Provident Fund Commissioner, Sub Regional Office, Naroda, Employees' Provident Fund Organisation | Ref Number: GJ/PFC/NRD/6085 5 ENF/966<br><br>Code No. GJ/NRD/60855 | July 3, 2008  |

| Sr. No. | Description | Authority | Registration No./Reference No./License No. | Date of Issue |
|---------|-------------|-----------|--|---------------|
|         | thereunder) |           |  |               |

#### **ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS**

| Sr No. | Description  | Authority   | Registration Number   | Date of Certificate                                      | Date of Expiry    |
|--------|--|---|---|--|-------------------|
| 1      | Consent to Establish (NOC) the Unit for a product at a particular production capacity issued by State Pollution Control Board under section 25 of Water Act, 1974 and Section 21 of Air Act, 1981  | Environmental Engineer, Gujarat Pollution Control Board | Reference No. GPCB/SK-CCA-202/ID-27676/150942<br><br>Consent No. CTE - 54416            | June 21, 2013  | December 25, 2017 |
| 2      | Consent to Establish (NOC) the Unit for a product at a particular production capacity issued by State Pollution Control Board under section 25 of Water Act, 1974 and Section 21 of Air Act, 1981<br><br>[Provisional Consent Order]   | Member Secretary, Gujarat Pollution Control Board       | Consent No. CTE-78679   | Issued on March 08, 2016<br><br>Granted on: May 05, 2016 | May 04, 2021      |
| 3      | Consolidated Consent and Authorization to Operate issued by State Pollution Control Board Under section 25 of the Water (Prevention & Control of Pollution) Act, 1974 & Under section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorisation / Renewal of Authorisation under Rule 3(c) and 5(5) of the Hazardous Wastes (Management, handling & Transboundary movement) Rules 2008 | Environmental Engineer, Gujarat Pollution Control Board | Consent Order Number: AWH-60142<br><br>No. PC/GPCB/ID27676/CCA-SK-202/209423/04.04.2014 | Date of Issue: January 30, 2014                          | December 30, 2018 |

|    |  |   |  |                |    |
|----|--|---|--|----------------|----|
| 4. | Expansion of P.F. Resin, M.F. Resin & Laminated Sheets | Additional Director, Ministry of Environment , Forest and Climate Change, Government of India | Reference Number: F.NO. J-11011/73/2012- IA II (I) | March 28, 2016 | NA |
|----|--|---|--|----------------|----|

#### **OTHER BUSINESS RELATED APPROVALS**

| Sr No. | Description  | Authority   | Registration Number   | Date of Certificate                   | Date of Expiry    |
|--------|--|---|---|---------------------------------------|-------------------|
| 1      | Certificate of Membership under category Mfg. / Product Suppliers- Members of Indian Green Building Council (IGBC) | Indian Green Building Council, Confederation of Indian Industry | IGBC-MP-1843 (membership number)  | January 01, 2017                      | December 31, 2017 |
| 2      | Single Chain of Custody certificate under the group High-Pressure Laminate   | Rainforest Alliance, New York, USA                              | Certificate Issue No. IN-2016-1<br>Certificate Registration Code: RA-COC-007507 | August 30, 2016                       | August 29, 2021   |
| 3      | ISO 9001:2008 Manufacturing and Supply of Decorative Laminates   | QA Technic India, Qatechnic India LLP                           | QA-D/IND/9001/0566  | Certificate Issue Date: July 18, 2014 | July 17, 2017     |
| 4      | License under Bureau of Indian Standards   | Bureau of Indian Standards                                      | CM/L – 7904584  | February 03, 2017                     | February 02, 2018 |
| 5      | Renewal of the Aabkari License   | Superintendent, Nashabandhi and Aabkari                         | 7/2017-2019   | April 01, 2017                        | March 31, 2019    |

#### **INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS**

##### **TRADEMARKS**

| Sr<br>No | Description<br>(Image)  | Tradema<br>rk Type | Applica<br>nt          | Applicati<br>on No./<br>Regi. No. | Date of<br>Filing        | Clas<br>s | Date of<br>Expiry        | Status                           |
|----------|---|--------------------|------------------------|-----------------------------------|--------------------------|-----------|--------------------------|----------------------------------|
| 1.       |    | Device             | Airo<br>Lam<br>Limited | 1871202                           | October<br>08, 2009      | 19        | October<br>08, 2019      | Registered                       |
| 2.       |    | Device             | Airo<br>Lam<br>Limited | 2033868                           | October<br>06, 2010      | 19        | October<br>06, 2020      | Registered                       |
| 3.       |    | Device             | Airo<br>Lam<br>Limited | 1871203                           | October<br>08, 2009      | 19        | October<br>08, 2019      | Registered                       |
| 4.       |    | Device             | Airo<br>Lam<br>Limited | 1871205                           | October<br>08, 2009      | 19        | October<br>08, 2019      | Registered                       |
| 5.       |   | Device             | Airo<br>Lam<br>Limited | 3232728                           | April<br>11, 2016        | 19        | -                        | Marked<br>for Exam               |
| 6.       |  | Device             | Airo<br>Lam<br>Limited | 2197284                           | August<br>29, 2011       | 19        | August<br>29, 2021       | Registered                       |
| 7.       |  | Device             | Airo<br>Lam<br>Limited | 1628454                           | Decemb<br>er 06,<br>2007 | 19        | Decemb<br>er 06,<br>2027 | Registered                       |
| 8.       |  | Device             | Airo<br>Lam<br>Limited | 3172159                           | January<br>30, 2016      | 19        | -                        | Objected                         |
| 9.       |  | Device             | Airo<br>Lam<br>Limited | 1871204                           | October<br>08, 2009      | 19        | October<br>08, 2019      | Registered                       |
| 10.      |  | Device             | Airo<br>Lam<br>Limited | 3556395                           | May 24,<br>2017          | 19        | -                        | Marked<br>for<br>Examinati<br>on |

**Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.**

**PENDING APPROVALS: NIL**

**MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY**

1. Registration for Employees State Insurance
2. Professional Tax Enrolment Certificate
3. Professional Tax Registration Certificate
4. Approval for collecting, storing and treating the hazardous waste under Hazardous Wastes (Management and Handling) Rules, 1989



## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 12, 2017 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on June 7, 2017

We have received in-principle approval from the Stock Exchange for the listing of our Equity Shares pursuant to letter no **September 8, 2017** dated **NSE/LIST/18689**.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither Company, nor our Directors, our Promoters or the relatives (as defined under the Companies Act) of Promoters, our Promoter Group, and our Group Companies have been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoters, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 106(M) (2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as our post-issue face value capital is more than ten crore and upto twenty five crore and we shall hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “EMERGE Platform of NSE).

#### **We confirm that:**

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the BRLM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 51 of this Red Herring Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from eight working days, be liable to repay such application money, with interest as prescribed under section 40 of Companies Act, 2013 and SEBI (ICDR) Regulations.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any DraftOffer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Book Running Lead Manager submits the copy of Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required

to SEBI at the time of filing the Red Herring Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 51 of this Red Herring Prospectus.
5. The Company has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and
6. Net-worth of the company is positive.
7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
8. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
10. The Company has a website: [www.airolam.com](http://www.airolam.com)

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE RED**

**HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.**

**“WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING 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 DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.-**
- 5. WE CERTIFY THAT WRITTEN CONSENTS FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS’ CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING**

**PROSPECTUS-**

- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – *NOT APPLICABLE***
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – *COMPLIED TO THE EXTENT APPLICABLE***
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – *NOTED FOR COMPLIANCE***
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- *NOT APPLICABLE*. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS,**

**2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE**

- 14.WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**
- 15.WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. – NOTED FOR COMPLIANCE**
- 16.WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**
- 17.WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”- COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS.**
- (6) WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND**

**EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

- (7) WE CONFIRM THAT MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

**Note:**

The filing of this Red Herring Prospectus does not, however, absolve our Company from any liabilities under section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Ahmedabad in terms of Section 32 of the Companies Act 2013.

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.airolam.com](http://www.airolam.com) , would be doing so at his or her own risk.

**Caution**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management entered into among the Book Running Lead Manager and our Company dated June 8, 2017, the Underwriting Agreement dated June 8, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated June 8, 2017 entered into among the Market Maker(s), Book Running Lead Manager and our Company.

Our Company and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, *etc.*

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Book Running Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by M/s. Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer “Annexure A” to this Red Herring Prospectus and the website of Book Running Lead Manager at [www.pantomathgroup.com](http://www.pantomathgroup.com)

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with EMERGE Platform of NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India

## **DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE**

“As required, a copy of this Issue Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: **NSE/LIST/18689** dated



**September 8, 2017** permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever"

## FILING

The Draft Red Herring Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Red Herring Prospectus shall be filed with SEBI at the SEBI Western Regional Office, Unit No:002, Ground Floor SAKAR I, Near Gandhigram Railway Station Opp. Nehru Bridge Ashram Road, Ahmedabad – 380 009. A copy of the Red Herring Prospectus and Prospectus, along with the documents required to be filed under Section 32 and 26 of the Companies Act, 2013, respectively, will be delivered to the RoC situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013 Gujarat, India.

## LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of NSE. However application will be made to the EMERGE Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The EMERGE Platform of NSE has given its in-principal approval for using its name in our Red Herring Prospectus vide its letter dated **September 8, 2017**.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the EMERGE Platform of NSE, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 working days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 working days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of the NSE mentioned above are taken within six Working Days from the Issue Closing Date.

## CONSENTS



Consents in writing of: (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker to the Company; Lenders of the Company and (b) Book Running Lead manager, Underwriters, Market Makers, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under sections 32 and 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus / Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for filing with the RoC.

## **EXPERT TO THE ISSUE**

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

## **EXPENSES OF THE ISSUE**

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses. For details of total expenses of the Issue, refer to chapter “Objects of the Issue” beginning on page 89 of this Red Herring Prospectus.

## **DETAILS OF FEES PAYABLE**

### **Fees Payable to the Book Running Lead Manager**

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Managers, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated June 15, 2017 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to unblock of funds, allotment advice by registered post / speed post / under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters if any.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement to entered into between our Company and the Book Running Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2014.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION**

We have not made any previous rights and/or public issues since Incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

#### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 62 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

#### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past three years

#### **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the bidder, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant / Bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants / bidder.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-

routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on April 5, 2017. For further details, please refer to the chapter titled “*Our Management*” beginning on page 140 of this Red Herring Prospectus.

Our Company has appointed Ruchi Shah as Company Secretary & Compliance Officer and she may be contacted at the following address:

**Ruchi Shah**

**Airo Lam Limited**

Survey No. 355, Nananpur Road, N.H. No. 8,

Village: Dalpur, Ta. Prantij, Gujarat- 383120, India

**Tel:** +91 2770-240572/73

**Fax:** N.A

**Email:** [cs1@airolam.com](mailto:cs1@airolam.com)

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

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

#### **CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

Except as stated below, there have been no changes in Auditors of our Company during the last three years preceding the date of this Red Herring Prospectus.

M/s K. K. Patel & associates, Chartered Accountants resigned as the statutory auditors of our Company, vide their resignation letter dated February 23, 2017. Subsequently, Piyush J. Shah & Co. Chartered Accountants were appointed as the Statutory Auditors of our Company by our shareholders at the EGM held on March 22, 2017.

#### **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 62 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

#### **PURCHASE OF PROPERTY**

Other than as disclosed in this Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Red Herring Prospectus. Our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

#### **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## SECTION VII – ISSUE INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchanges, the RBI, RoC and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 302 of this Red herring Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and as recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 163 of this Red herring Prospectus.

### FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price at the lower end of Price Band is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised in all editions of the English national newspaper Business

Standardall editions of the Hindi national newspaper Business Standard and the Regional newspaper Sandesh, each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

## **COMPLIANCE WITH SEBI ICDR REGULATIONS**

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 302 of this Red herring Prospectus.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated January 10, 2011 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated August 10, 2017 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants.

## **MINIMUM NUMBER OF ALLOTTEES**

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Mumbai, Maharashtra, India.

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

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

## **JOINT HOLDER**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

## **NOMINATION FACILITY TO BIDDERS**

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled to if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
  - b. to make such transfer of the Equity Shares, as the deceased holder could have made.
- Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective



depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with Stock Exchange.

## BID/ ISSUE OPENING DATE

|   |                              |
|---|------------------------------|
| Bid / Issue Opening Date  | September 25, 2017           |
| Bid / Issue Closing Date  | September 27, 2017           |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or before October 3, 2017 |
| Initiation of Refunds   | On or before October 4, 2017 |
| Credit of Equity Shares to demat accounts of Allottees                | On or before October 4, 2017 |
| Commencement of trading of the Equity Shares on the Stock Exchange    | On or before October 6, 2017 |

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

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

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later

than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

**In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.**

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

## MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106( R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.



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

#### **MIGRATION TO MAIN BOARD**

Our company may migrate to the Main board of NSE from SME Exchange on a later date subject to the following:

- *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

#### **MARKET MAKING**

The shares issued and transferred through this Issue are proposed to be listed on the NSE EMERGE (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 51 of this Red herring Prospectus.

#### **ARRANGEMENT FOR DISPOSAL OF ODD LOT**

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on NSE EMERGE.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

#### **OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

#### **APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S**

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 62 of this Red herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 302 of this Red herring 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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital exceeds ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE EMERGE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 239 and 249 of this Red Herring Prospectus.

### Following is the issue structure:

Initial Public Issue of upto 40,00,000 Equity Shares of face value of Rs. 10/- each fully paid (the ‘Equity Shares’) for cash at a price of Rs. [●] (including a premium of Rs. [●]) aggregating to Rs. [●]. The Issue comprises a Net Issue to the public of up to 37,92,000 Equity Shares (the “Net Issue”). The Issue and Net Issue will constitute 26.67% and 25.28% of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of upto 2,08,000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”).

| Particulars   | Net issue to Public*  | Market Maker Reservation Portion                  |
|---|---|---|
| <b>Number of Equity Shares</b>  | upto 37,92,000 Equity Shares  | upto 2,08,000 Equity Shares                       |
| <b>Percentage of Issue Size available for allocation</b>                        | 94.80 % of Issue Size   | 5.20 % of Issue Size                              |
| <b>Basis of Allotment / Allocation if respective category is oversubscribed</b> | Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●] equity shares each. For further details please refer to the section titled “ <i>Issue Procedure</i> ” beginning on page 249 of the Red Herring Prospectus   | Firm allotment                                    |
| <b>Mode of Bid cum Application</b>  | All Applicants/Bidders shall make the application (Online or Physical through ASBA Process only)  | Through ASBA Process only                         |
| <b>Minimum Bid Size</b>   | <b><i>For QIB and NII</i></b><br>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application size exceeds Rs 2,00,000<br><b><i>For Retail Individuals</i></b><br>[●] Equity shares   | [●] Equity Shares of Face Value of Rs. 10.00 each |
| <b>Maximum Bid Size</b>   | <b><i>For Other than Retail Individual Investors:</i></b><br>For all other investors the maximum application size is the Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable.<br><b><i>For Retail Individuals:</i></b><br>[●] Equity Shares | [●] Equity Shares of Face Value of Rs 10 each     |

| Particulars              | Net issue to Public*  | Market Maker Reservation Portion   |
|--------------------------|---|--|
| <b>Mode of Allotment</b> | Compulsorily in Dematerialised mode   | Compulsorily in Dematerialised mode  |
| <b>Trading Lot</b>       | [●] Equity Shares   | [●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations |
| <b>Terms of payment</b>  | The entire Bid Amount will be payable at the time of submission of the Bid Form |  |

\*allocation in the net issue to public category shall be made as follows:

- (a) minimum 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;
- (c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

For the purpose of sub-regulation 43 (4), *if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

**BID/ ISSUE OPENING DATE**

|   |                              |
|---|------------------------------|
| Bid / Issue Opening Date  | September 25, 2017           |
| Bid / Issue Closing Date  | September 27, 2017           |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or before October 3, 2017 |
| Initiation of Refunds   | On or before October 4, 2017 |
| Credit of Equity Shares to demat accounts of Allottees                | On or before October 4, 2017 |
| Commencement of trading of the Equity Shares on the Stock Exchange    | On or before October 6, 2017 |

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

## ISSUE PROCEDURE

*All Bidders should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document"), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under "Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.*

*Please note that all the Bidders can participate in the Issue only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.*

*Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by National Stock Exchange of India Ltd. to act as intermediaries for submitting Bid cum Application Forms are provided on <http://www.nseindia.com> For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned NSE website.*

*Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.*

## BOOK BUILDING PROCEDURE

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via book building process wherein at least 50% of the Net Issue to Public is being issued to the Retail Individual Bidders and the balance shall be issued to QIBs and Non-Institutional Bidders. Further if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage. However, if the aggregate demand from the Retail Individual Bidders is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid bids being received from them at or above the Issue Price.



Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

| Category  | Colour of Bid cum Application Form* |
|---|-------------------------------------|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis             | White                               |
| Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis | Blue                                |

*\*excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

## WHO CAN BID?

In addition to the category of Bidders set forth under “**General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue**”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

### Maximum and Minimum Application Size

#### *a) For Retail Individual Bidders:*

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

#### *b) For Other Bidders (Non-Institutional Bidders and QIBs):*

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs.2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid.** The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

### INFORMATION FOR THE BIDDERS

- Our Company shall file the Red Herring Prospectus with the RoC at least three working days before the Bid / Issue Opening Date.
- Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Book Running Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- The Price Band as decided by our Company in consultation with the Book Running Lead Manager is Rs. [●] per Equity Share. The Floor Price of Equity Shares is Rs. [●] per Equity Share and the Cap Price is Rs. [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchanges where the Equity Shares are proposed to be listed and shall also be pre-filled in the Bid cum Application Forms available on the websites of the stock exchanges.
- The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchanges, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.



**The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.**

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/ her/ it under the relevant regulations / statutory guidelines and applicable law

#### **AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

#### **APPLICATIONS BY ELIGIBLE NRI'S/RFPi's ON REPATRIATION BASIS**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

#### **PARTICIPATION BY ASSOCIATED/AFFILIATES OF BOOK RUNNING LEAD MANAGER AND SYNDICATE MEMBERS**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATIONS BY ELIGIBLE NRI'S**

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour)

## **BIDS BY FPI INCLUDING FIIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FPI after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

## **BIDS BY SEBI REGISTERED VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.**

## **BIDS BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

## **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids 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 Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

## **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

## **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids 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 Bid cum Application Form
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the BRLM may deem fit.

**The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid 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 the Red Herring Prospectus.**

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the ASBA Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

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 banks' 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 banks' 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 RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception 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.

#### **BIDS 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 Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

## **TERMS OF PAYMENT**

### **Terms of Payment**

The entire Issue price of Rs. [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Bidders 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, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **Payment mechanism for Bidders**

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the bid cum application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

## **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) Our Company has entered into an Underwriting agreement dated June 8, 2017.
- b) A copy of the Red Herring Prospectus and Prospectus will be filed with the RoC in terms of Section 26 and 32 of the Companies Act.

## **PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring 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 language Newspaper, each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.



## ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## GENERAL INSTRUCTIONS

### ***Do's:***

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
9. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
13. Ensure that the Demographic Details are updated, true and correct in all respects;

14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
21. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

***Don't's:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceeding Rs. 200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;



11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

### **COMMUNICATIONS**

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **IMPERSONATION**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

*“Any person who—*

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*shall be liable for action under Section 447.”*

## **UNDERTAKINGS BY THE COMPANY**

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. That our Promoter’s contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
7. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. If our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

## **UTILIZATION OF THE ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

1. all monies received out of the issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies

have been utilized;

3. details of all unutilized monies out of the issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated January 10, 2011 among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated August 10, 2017 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE801L01010.

## **PART B**

### **GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES**

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders should rely on their own examination of the Issue and the Issuer, and should carefully read the Red Herring prospectus before investing in the Issue.*

#### **SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)**

This document is applicable to the public issues undertaken *inter-alia* through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders in IPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Bidders should note that investment in equity and equity related securities involves risk and Bidder should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Bidders may refer to the section “Glossary and Abbreviations”.

#### **SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE**

##### **2.1 Initial public offer (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP.

##### **2.2 Further public offer (FPO)**

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer. For undertaking an FPO, the Issuer is *inter-alia* required to comply

with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post- issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

## **2.3 OTHER ELIGIBILITY REQUIREMENTS**

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, issue has to be 100% underwritten and the BRLM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issue any observations on the Offer Document. The Book Running Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the BRLM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue.
- (e) The company should have track record of at least 3 years
- (f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive
- (g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- (h) The issuer shall mandatorily facilitate trading in demat securities.
- (i) The issuer should not been referred to Board for Industrial and Financial Reconstruction.

- (j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
- (k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the issuer
- (l) The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this issue.

Thus Company is eligible for the issue in accordance with regulation 106(M)(2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does exceeds Rs. 1000 Lakhs but does not exceed Rs. 2500 Lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of NSE for listing of our Equity Shares.

## **2.4 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built issues**”) or undertake a Fixed Price Issue (“**Fixed Price Issues**”). An issuer may mention Price or Price Band in the Draft Red Herring Prospectus (in case of a fixed price Issue) and Floor price or price band in the red herring prospectus (in case of a book built issue) and determine the price at a later date before registering the prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Bidders should refer to the RHP/ Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

## **2.5 ISSUE PERIOD**

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM and the advertisement in the newspaper(s) issued in this regard

## **2.6 MIGRATION TO MAIN BOARD**

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

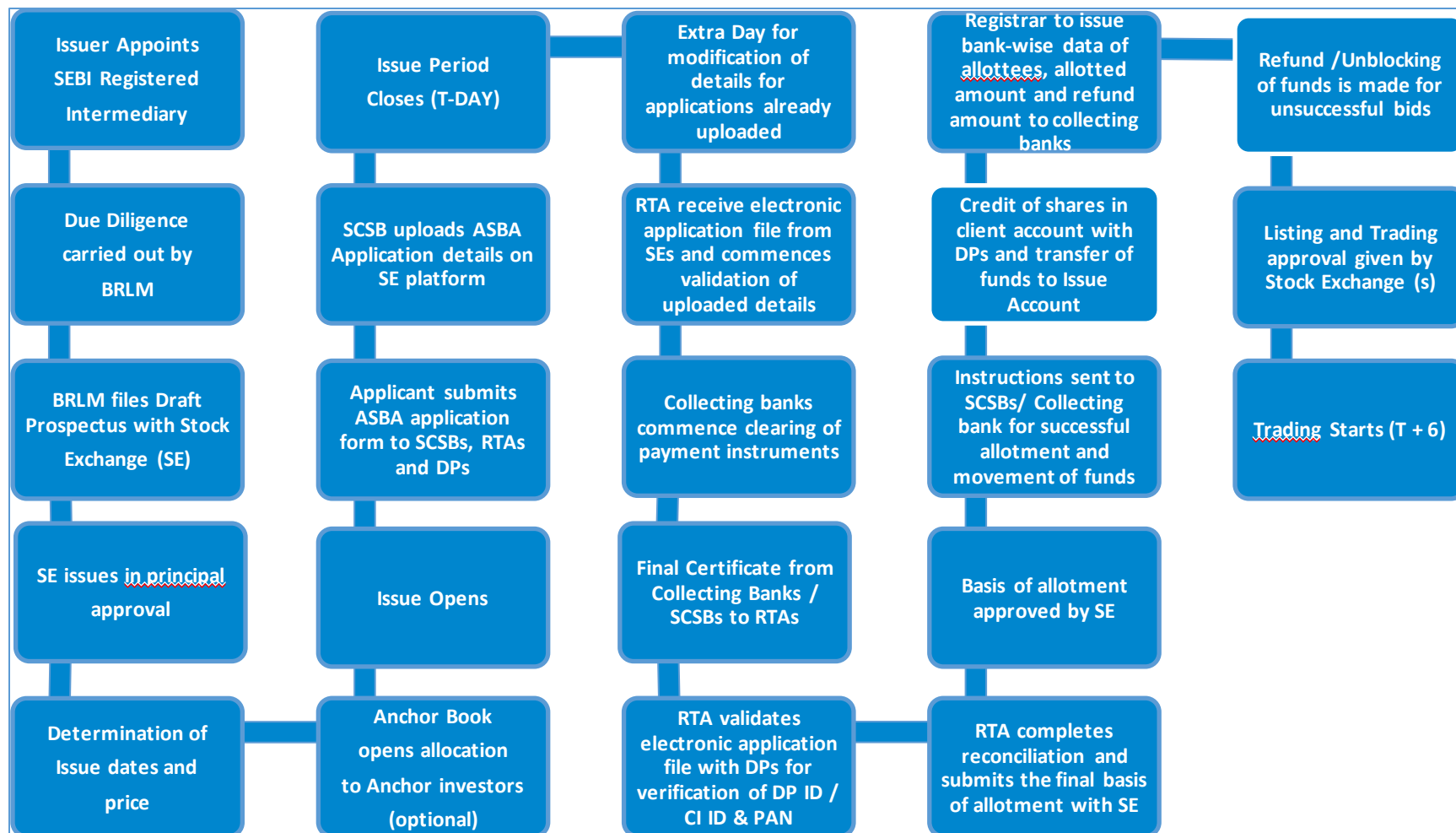
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- (b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **2.7 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows





### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

*Each Bidder should check whether it is eligible to apply under applicable law.* Furthermore, certain categories of Bidders, 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. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

## SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Bidders should only use the specified Bid cum Application Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the book running lead manager, members of the Syndicate, Registered Brokers, Designated Intermediaries at Branches of the Bidding Centres, SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the DRHP/RHP.

**Fixed Price Issue:** Applicants should only use the specified Bid cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

| Category  | Colour of the Bid cum Application Form (Excluding downloaded forms from SE website) |
|---|---|
| Resident Indian, Eligible NRIs applying on a non repatriation basis                 | White   |
| Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis | Blue  |
| Anchor Investors (where applicable) & Bidders applying in the reserved category     | Not Applicable  |

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

### 4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ ASBA FORM

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non- resident Bidders are reproduced below:

## R Bid cum Application Form

| <p style="text-align: center;"><b>COMMON<br/>BID CUM<br/>APPLICATION<br/>FORM</b></p>   | <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - R</b></p> <p>Registered Office: Survey No. 355, Nanapur Road, N.H. No. 8, Village-Dalpur, Ta. Prantij Prantij, Gujarat- 383120, India<br/>Tel. No. +91 2770-240572; Fax No. [ ]; CIN: U20211GJ2007PLC052019<br/>E-mail: [ ]; Website: www.airolam.com</p> | <p style="text-align: center;"><b>FOR RESIDENT INDIANS<br/>INCLUDING RESIDENT QIBs AND<br/>ELIGIBLE NRIs APPLYING ON A<br/>NON-REPATRIATION BASIS</b></p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
|---|---|--|-------------|---|---|---|---|---|--|-----------------|-----------|--|--|--|---|-------------|--|------------------------------|-------------|---|---|---|---|---|---|---|---|-----------|-----------------|-----------|--|----------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|---|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|---|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|------------------------------|
| <p><b>AIROLAM</b><br/>DECORATIVE LAMINATES</p>  | <p>To,<br/>The Board of Directors<br/>AIRO LAM LIMITED</p>  | <p><b>BOOK BUILT ISSUE</b><br/>ISIN - INE801L01010</p>   |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
|   |   | <p>Bid Cum Application Form No. _____</p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>SYNDICATE MEMBER'S STAMP &amp; CODE</b></p>   | <p><b>BROKER'S / SCSB / CDP / RTA STAMP &amp; CODE</b></p>  | <p><b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST BIDDER</b></p> <p>Mr./Ms./M/s. _____</p> <p>Address _____</p> <p>Email _____</p> <p>Tel. No (with STD code) / Mobile _____</p>   |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b></p>   | <p><b>ESCROW BANK / SCSB BRANCH STAMP &amp; CODE</b></p>  | <p><b>2. PAN OF SOLE / FIRST BIDDER</b></p> <p>_____</p>   |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>BANK BRANCH SERIAL NO.</b></p>  | <p><b>SCSB SERIAL NO.</b></p>   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b>      <input type="checkbox"/> NSDL      <input type="checkbox"/> CDSL</p> <p>For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.</p>   |   | <p><b>6. INVESTOR STATUS</b></p> <p><input type="checkbox"/> Individual(s) - IND<br/> <input type="checkbox"/> Hindu Undivided Family* - HUF<br/> <input type="checkbox"/> Non-Resident Indians - NRI<br/>         (Non-Repatriation basis)<br/> <input type="checkbox"/> Bodies Corporate - CO<br/> <input type="checkbox"/> Banks &amp; Financial Institutions - FI<br/> <input type="checkbox"/> Mutual Funds - MF<br/> <input type="checkbox"/> National Investment Funds - NIF<br/> <input type="checkbox"/> Insurance Funds - IF<br/> <input type="checkbox"/> Insurance Companies - IC<br/> <input type="checkbox"/> Venture Capital Funds - VCF<br/> <input type="checkbox"/> Alternate Investment Funds - AIF<br/> <input type="checkbox"/> Others (Please Specify) - OTH</p> <p><small>*HUF Should apply only through Karta<br/>(Application by HUF would be treated on par with individual)</small></p> |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Pric band Rs. [ ]</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th colspan="8">No. of Equity Shares Bid (In Figures)<br/>(Bids must be in multiples of [ ] equity shares)</th> <th colspan="6">Price per Equity Share (₹) / "Cut-off"</th> <th rowspan="2">"Cut-Off"<br/>(Please ✓ tick)</th> <th rowspan="2">5. CATEGORY</th> </tr> <tr> <th>8</th><th>7</th><th>6</th><th>5</th><th>4</th><th>3</th><th>2</th><th>1</th> <th>Bid Price</th><th>Retail Discount</th><th>Net Price</th><th></th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td> <td></td> <td><input type="checkbox"/> Retail Individual Bidder</td> </tr> <tr> <td>(OR) Option 2</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td> <td></td> <td><input type="checkbox"/> Non Institutional Bidder</td> </tr> <tr> <td>(OR) Option 3</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td> <td></td> <td><input type="checkbox"/> QIB</td> </tr> </tbody> </table> |   |  | Bid Options | No. of Equity Shares Bid (In Figures)<br>(Bids must be in multiples of [ ] equity shares) |   |   |   |   |  |                 |           | Price per Equity Share (₹) / "Cut-off" |  |  |   |             |  | "Cut-Off"<br>(Please ✓ tick) | 5. CATEGORY | 8 | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price | Retail Discount | Net Price |  | Option 1 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> Retail Individual Bidder | (OR) Option 2 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> Non Institutional Bidder | (OR) Option 3 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> QIB |
| Bid Options   | No. of Equity Shares Bid (In Figures)<br>(Bids must be in multiples of [ ] equity shares)   |  |             |   |   |   |   |   | Price per Equity Share (₹) / "Cut-off" |                 |           |  |  |  | "Cut-Off"<br>(Please ✓ tick)                      | 5. CATEGORY |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
|   | 8   | 7  | 6           | 5   | 4 | 3 | 2 | 1 | Bid Price                              | Retail Discount | Net Price |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| Option 1  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  | <input type="checkbox"/> Retail Individual Bidder |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| (OR) Option 2   |   |  |             |   |   |   |   |   |  |                 |           |  |  |  | <input type="checkbox"/> Non Institutional Bidder |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| (OR) Option 3   |   |  |             |   |   |   |   |   |  |                 |           |  |  |  | <input type="checkbox"/> QIB                      |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>7. PAYMENT DETAILS</b>      <b>PAYMENT OPTION : Full Payment</b> <input type="checkbox"/></p> <p>Amount Blocked (₹ in Figures) _____ (₹ in words) _____</p> <p>ASBA Bank A/c No. _____</p> <p>Bank Name &amp; Branch _____</p>  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</p>  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b></p> <p>Date: _____, 2017</p>   | <p><b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b></p> <p>I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p>   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b></p>   |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>TEAR HERE</p>  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>AIROLAM</b><br/>DECORATIVE LAMINATES</p>  | <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - R</b></p>   | <p><b>Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA</b></p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
|   |   | <p>Bid Cum Application Form No. _____</p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>DPID/CLID _____</p>  |   | <p>PAN of Sole / First Bidder _____</p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>Amount Blocked (₹ in figures) _____ ASBA A/c. No. _____</p>  |   | <p>Stamp &amp; Signature of SCSB Branch</p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>Bank &amp; Branch _____</p>  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>Received from Mr./Ms./M/s. _____</p>   |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>Telephone / Mobile _____ Email _____</p>   |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p>TEAR HERE</p>  |   |  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |
| <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - R</b></p>   | <p>Option 1    Option 2    Option 3</p> <p>No. of Equity Shares _____</p> <p>Bid Price _____</p> <p>Amount Blocked (₹) _____</p> <p>ASBA Bank A/c No.: _____</p> <p>Bank &amp; Branch: _____</p>  | <p>Stamp &amp; Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA</p> <p>Name of Sole / First Bidder _____</p> <p><b>Acknowledgment Slip for Bidder</b></p> <p>Bid Cum Application Form No. _____</p>  |             |   |   |   |   |   |  |                 |           |  |  |  |   |             |  |                              |             |   |   |   |   |   |   |   |   |           |                 |           |  |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |   |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                              |

## NR Bid cum Application ASBA Form

| <p style="text-align: center;"><b>COMMON<br/>BID CUM<br/>APPLICATION<br/>FORM</b></p>  | <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - NR</b></p> <p>Registered Office: Survey No. 355, Nananpur Road, N.H. No. 8, Village-Dalpur, Ta. Prantij Prantij, Gujarat- 383120, India<br/>Tel. No. +91 2770-240572; Fax No. [•]; CIN: U20211GJ2007PLC052019<br/>E-mail: [•]; Website: www.airolam.com</p> | <p style="text-align: center;"><b>FOR NON-RESIDENTS, INCLUDING<br/>ELIGIBLE NRIs, FPIs OR FVCIs,<br/>ETC APPLYING ON A REPATRIATION<br/>BASIS</b></p>   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
|--|---|---|---|---|---|---|---|---|--|---|--|---|---|---|--------------------------|--|--------------------------------|--|--------------------------------|---|---|---|---|---|---|---|---|-----------|-----------------|-----------|---|---|---|----------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---|
| <p><b>AIROLAM</b><br/>DECORATIVE LAMINATES</p>   | <p>To,<br/>The Board of Directors<br/>AIRO LAM LIMITED</p>  | <p style="text-align: center;"><b>BOOK BUILT ISSUE</b><br/>ISIN - INE801L01010</p>  |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
|  |   | <p>Bid Cum Application Form No. _____</p>   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>SYNDICATE MEMBER'S STAMP &amp; CODE</b></p>  | <p><b>BROKER'S / SCSB / CDP / RTA STAMP &amp; CODE</b></p>  | <p><b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b></p> <p>Mr./Ms./M/s. _____</p> <p>Address _____</p> <p>Email _____</p> <p>Tel. No (with STD code) / Mobile _____</p>  |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b></p>  | <p><b>ESCROW BANK / SCSB BRANCH STAMP &amp; CODE</b></p>  | <p><b>2. PAN OF SOLE / FIRST BIDDER</b></p> <p>_____</p>  |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>BANK BRANCH SERIAL NO.</b></p>   | <p><b>SCSB SERIAL NO.</b></p>   |   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b>      <input type="checkbox"/> NSDL      <input type="checkbox"/> CDSL</p> <p>For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.</p>  |   | <p><b>6. INVESTOR STATUS</b></p> <p><input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)</p> <p><input type="checkbox"/> FI or Sub Account not a Corporate/ Foreign Individual</p> <p><input type="checkbox"/> FIISA FI Sub Account Corporate/Individual</p> <p><input type="checkbox"/> FVCI Foreign Venture Capital Investor</p> <p><input type="checkbox"/> FPI Foreign Portfolio Investor</p> <p><input type="checkbox"/> OTH Others (Please Specify) _____</p> |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Pric band Rs. [•]</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th colspan="8">No. of Equity Shares Bid (In Figures)<br/>(Bids must be in multiples of [•] equity shares)</th> <th colspan="8">Price per Equity Share (₹) / "Cut-off"</th> <th rowspan="2">"Cut-Off"<br/>(Please (✓) tick)</th> </tr> <tr> <th>8</th><th>7</th><th>6</th><th>5</th><th>4</th><th>3</th><th>2</th><th>1</th> <th>Bid Price</th><th>Retail Discount</th><th>Net Price</th><th>3</th><th>2</th><th>1</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table> |   | Bid Options   | No. of Equity Shares Bid (In Figures)<br>(Bids must be in multiples of [•] equity shares) |   |   |   |   |   |  |   | Price per Equity Share (₹) / "Cut-off" |   |   |   |                          |  |                                |  | "Cut-Off"<br>(Please (✓) tick) | 8 | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price | Retail Discount | Net Price | 3 | 2 | 1 | Option 1 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> | (OR) Option 2 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> | (OR) Option 3 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | <input type="checkbox"/> | <p><b>5. CATEGORY</b></p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non Institutional Bidder</p> <p><input type="checkbox"/> QIB</p> |
| Bid Options  | No. of Equity Shares Bid (In Figures)<br>(Bids must be in multiples of [•] equity shares)   |   |   |   |   |   |   |   | Price per Equity Share (₹) / "Cut-off" |   |  |   |   |   |                          |  | "Cut-Off"<br>(Please (✓) tick) |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
|  | 8   | 7   | 6   | 5 | 4   | 3 | 2 | 1 | Bid Price                              | Retail Discount   | Net Price                              | 3 | 2 | 1 |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| Option 1   |   |   |   |   |   |   |   |   |  |   |  |   |   |   | <input type="checkbox"/> |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| (OR) Option 2  |   |   |   |   |   |   |   |   |  |   |  |   |   |   | <input type="checkbox"/> |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| (OR) Option 3  |   |   |   |   |   |   |   |   |  |   |  |   |   |   | <input type="checkbox"/> |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>7. PAYMENT DETAILS</b>      <b>PAYMENT OPTION : Full Payment</b> <input type="checkbox"/></p> <p>Amount Blocked (₹ in Figures) _____ (₹ in words) _____</p> <p>ASBA Bank A/c No. _____</p> <p>Bank Name &amp; Branch _____</p>   |   |   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</p>   |   |   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b></p> <p>Date: _____, 2017</p>  |   |   |   |   | <p><b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b></p> <p>I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p> |   |   |   |  | <p><b>SYNDICATE MEMBER/BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b></p> |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| TEAR HERE  |   |   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>AIROLAM</b><br/>DECORATIVE LAMINATES</p>   |   |   |   |   | <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - NR</b></p>  |   |   |   |  | <p><b>Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA</b></p>   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>DPID/CLID _____</p>   |   |   |   |   | <p>PAN of Sole / First Bidder _____</p>   |   |   |   |  | <p>Stamp &amp; Signature of SCSB Branch</p>   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>Amount Blocked (₹ in figures) _____</p>   |   |   |   |   | <p>ASBA A/c. No. _____</p>  |   |   |   |  | <p>Received from Mr./Ms./M/s. _____</p>   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>Bank &amp; Branch _____</p>   |   |   |   |   | <p>Telephone / Mobile _____</p>   |   |   |   |  | <p>Email _____</p>  |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| TEAR HERE  |   |   |   |   |   |   |   |   |  |   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p><b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - NR</b></p>   |   |   |   |   | <p>Stamp &amp; Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA</p>   |   |   |   |  | <p>Name of Sole / First Bidder</p>  |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>No. of Equity Shares</p>  |   |   |   |   | <p>Option 1</p>   |   |   |   |  | <p>Option 2</p>   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>Bid Price</p>   |   |   |   |   | <p>Option 3</p>   |   |   |   |  | <p>Amount Blocked (₹)</p>   |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>ASBA Bank A/c No.: _____</p>  |   |   |   |   | <p>Bank &amp; Branch: _____</p>   |   |   |   |  | <p><b>Acknowledgment Slip for Bidder</b></p>  |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |
| <p>Bid Cum Application Form No. _____</p>  |   |   |   |   | <p><b>AIRO LAM LIMITED</b></p>  |   |   |   |  | <p>1</p>  |  |   |   |   |                          |  |                                |  |                                |   |   |   |   |   |   |   |   |           |                 |           |   |   |   |          |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |                          |   |

#### 4.1.1 : NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form/ Application Form may be used to dispatch communications) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
- Any person who:
- *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
  - *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
  - *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*
- Shall be liable for action under section 447 of the said Act.***
- (d) **Nomination Facility to Bidder:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### 4.1.2 PAN NUMBER OF SOLE /FIRST BIDDER

- a) PAN (of the sole/first Bidder) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. Bids by the Bidders whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Bidders is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- e) Bids by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

#### **4.1.3 BIDDERS DEPOSITORY ACCOUNT DETAILS**

- a) Bidder should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the **Bid cum Application Form is liable to be rejected.**
- b) Bidder should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidder should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to the issue.
- d) Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders’ sole risk.

#### **4.1.4 : BID OPTIONS**

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Bid Value and Bid Lot:** The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs.1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.

- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP or the advertisement regarding the Price Band published by the Issuer.

#### **4.1.4.1 Maximum and Minimum Bid Size**

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.
- b) In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), and then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least Rs 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the issue Price, the number of Equity Shares Bid for by a Bidder at or above the issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount

may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process.

#### **4.1.4.2 Multiple Bids**

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
  - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
  - ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
  - i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.
  - ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
  - iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
  - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

#### **4.1.5 CATEGORY OF BIDDERS**

- (a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- (b) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the RHP.
- (c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder may refer to the RHP.

#### **4.1.6 INVESTOR STATUS**

- (a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment



restrictions under applicable law.

- (b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Red Herring Prospectus for more details.
- (c) Bidders should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders should ensure that their investor status is updated in the Depository records.

#### **4.1.7 PAYMENT DETAILS**

- i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- iv. All Bidders can participate in the Issue only through the ASBA mechanism.
- v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

##### **4.1.7.1. Payment instructions for Bidders**

- a) Bidders may submit the Bid cum Application Form either
  - i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - ii. in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the

Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations

- g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### **4.1.8. Unblocking of ASBA Account**

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

- (d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Issue Closing Date.

#### **4.1.8.1. Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

#### **4.1.8.2. Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9. SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid/ amount mentioned in the Bid cum Application Form.
- (d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

#### **4.1.10. ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bid made in the Issue should be addressed as under:
- In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Issue.
  - In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
  - Bidders may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Issue.
  - In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.

- v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker
  - vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
  - vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.
- (c) The following details (as applicable) should be quoted while making any queries -
- i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
  - ii. name and address of the Designated Intermediary, where the Bid was submitted; or

For further details, Bidder may refer to the Red Herring Prospectus and the Bid cum Application Form.

#### **4.2. INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Bid/ Issue Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/ Issue period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Bidder can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

## Revision Form – R

|  |  |   |
|--|--|---|
| <b>COMMON BID REVISION FORM</b>  | <b>AIRO LAM LIMITED - INITIAL PUBLIC ISSUE - R</b><br>Registered Office: Survey No. 355, Nanapur Road, N.H. No. 8, Village-Dalpur, Ta. Prantij Prantij, Gujarat- 383120, India<br>Tel. No. +91 2770-240572; Fax No. [•]; CIN: U20211GJ2007PLC052019<br>E-mail: [•]; Website: www.airolam.com | FOR RESIDENT INDIANS<br>INCLUDING RESIDENT QIBs AND<br>ELIGIBLE NRIs APPLYING ON A<br>NON-REPATRIATION BASIS  |
|  | To,<br>The Board of Directors<br>AIRO LAM LIMITED  | <b>BOOK BUILT ISSUE</b><br>ISIN - INE801L01010  |
| <b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>   | <b>BROKER'S / SCBS / DP / RTA STAMP &amp; CODE</b>   | <b>Bid Cum Application Form No.</b>   |
| <b>SUB-BROKER'S/SUB-AGENT'S STAMP &amp; CODE</b>   | <b>ESCROW BANK / SCBS BRANCH STAMP &amp; CODE</b>  | <b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST BIDDER</b><br>Mr./Ms./M/s. _____<br>Address _____<br>_____<br>Email _____<br>Tel. No (with STD code) / Mobile: _____ |
| <b>BANK BRANCH SERIAL NO.</b>  | <b>SCBS SERIAL NO.</b>   |   |
| <b>PLEASE CHANGE MY BID</b>  |  |   |
| <b>4. FROM (AS PER LAST BID OR REVISION)</b>   |  |   |
| <b>Bid Options</b>   | <b>No. of Equity Shares Bid (In Figures)</b><br>(Bids must be in multiples of [•] equity shares)   | <b>Price per Equity Share (₹) / "Cut-off" (In Figures)</b>  |
|  | 8 7 6 5 4 3 2 1  | Bid Price Retail Discount, if any Net Price "Cut-off" (Please ✓ tick)   |
| Option 1   |  |   |
| (OR) Option 2  |  |   |
| (OR) Option 3  |  |   |
| <b>5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off")</b>   |  |   |
| <b>Bid Options</b>   | <b>No. of Equity Shares Bid (In Figures)</b><br>(Bids must be in multiples of [•] equity shares)   | <b>Price per Equity Share (₹) / "Cut-off" (In Figures)</b>  |
|  | 8 7 6 5 4 3 2 1  | Bid Price Retail Discount, if any Net Price "Cut-off" (Please ✓ tick)   |
| Option 1   |  |   |
| (OR) Option 2  |  |   |
| (OR) Option 3  |  |   |
| <b>6. PAYMENT DETAILS</b>  |  |   |
| <b>PAYMENT OPTION : Full Payment</b>   |  |   |
| Additional Amount Paid (₹ in Figures) _____ (₹ in words) _____   |  |   |
| ASBANK A/c No. _____   |  |   |
| Bank Name & Branch _____   |  |   |
| _____  |  |   |
| I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF. |  |   |
| <b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b>  |  |   |
| Date: _____, 2017  |  |   |
| <b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDERS (AS PER BANK RECORDS)</b>  |  |   |
| I/We authorize the SCBS to do all acts as are necessary to make the Application in the Offer   |  |   |
| 1) _____<br>2) _____<br>3) _____   |  |   |
| <b>SYNDICATE MEMBER/BROKER / SCBS / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b>   |  |   |
| TEAR HERE  |  |   |
| <b>AIROLAM DECORATIVE LAMINATES</b>  |  |   |
| <b>AIRO LAM LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>   |  |   |
| <b>Acknowledgement Slip for Syndicate Member Broker/SCBS/CDP/RTA</b>   |  |   |
| <b>Bid Cum Application Form No.</b>  |  |   |
| PAN of Sole / First Bidder   |  |   |
| DPID / CLID  |  |   |
| Additional Amount Blocked (₹ in figures) ASBA A/c. No.   |  |   |
| Bank & Branch  |  |   |
| Received from Mr./Ms.  |  |   |
| Telephone / Mobile Email   |  |   |
| TEAR HERE  |  |   |
| <b>AIRO LAM LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>   |  |   |
| Option 1 Option 2 Option 3   |  |   |
| No. of Equity Shares   |  |   |
| Bid Price  |  |   |
| Additional Amount Blocked (₹)  |  |   |
| ASBA Bank A/c No.:   |  |   |
| Bank & Branch:   |  |   |
| Stamp & Signature of Syndicate Member / Registered Broker / SCBS / CDP / RTA   |  |   |
| Name of Sole / First Bidder  |  |   |
| <b>Acknowledgment Slip for Bidder</b>  |  |   |
| <b>Bid Cum Application Form No.</b>  |  |   |

10 AIRO LAM LIMITED

## Revision Form – NR

[illegible]

#### **4.2.1. NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER**

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### **4.2.2. BID OPTIONS REVISION ‘FROM’ AND ‘TO’**

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- (b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3. PAYMENT DETAILS**

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted

downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.

- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **4.2.4. SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

### **4.3. SUBMISSION OF REVISION FORM/ BID CUM APPLICATION FORM /APPLICATION FORM**

#### **4.3.1. Bidders may submit completed Bid cum Application form / Revision Form in the following manner:-**

| <b>Mode of Bid</b> | <b>Submission of Bid cum Application Form</b>   |
|--------------------|---|
| All investors Bids | To the Bid cum Application Collecting Intermediaries as mentioned in the Red herring Prospectus/ Bid cum Application Form |

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

### **SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

This being book built issue procedure for fixed price issue is not applicable.

### **SECTION 6- ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

#### **6.1 SUBMISSION OF BIDS**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the RHP.

#### **6.2 ELECTRONIC REGISTRATION OF BIDS**



- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **6.3 BUILD UP OF THE BOOK**

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Issue Period.

### **6.4 WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **6.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS**

- a) **The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:**
  - 1) the Bids accepted by the Designated Intermediaries,
  - 2) the Bids uploaded by the Designated Intermediaries, and
  - 3) the Bid cum Application Forms accepted but not uploaded by the Designated Intermediaries.

- b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

## **GROUND OF REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Where no confirmation is received from SCSB for blocking of funds
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application Form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

**BASIS OF ALLOCATION**

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
- d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs.20 to Rs 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Bid Amount (Rs.) | Cumulative Quantity | Subscription |
|--------------|------------------|---------------------|--------------|
| 500          | 24               | 500                 | 16.67%       |
| 1,000        | 23               | 1,500               | 50.00%       |
| 1,500        | 22               | 3,000               | 100.00%      |
| 2,000        | 21               | 5,000               | 166.67%      |
| 2,500        | 20               | 7,500               | 250.00%      |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## **SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

This being Book Built Issue, this section is not applicable for this Issue.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **7.1 BASIS OF ALLOTMENT**

Allotment will be made in consultation with the EMERGE Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- (d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this RHP.
- (f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Bidders as described below:
  - i. As the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - ii. The balance net issue of shares to the public shall be made available for allotment to
    - individual bidders other than retails individual investors and
    - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
  - iii. The unsubscribed portion of the net issue to any one of the categories specified in a) or b) shall/may be made available for allocation to bidders in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Bid/Issue Closing Date.

### 8.2 GROUNDS FOR REFUND

#### 8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Red Herring Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the RHP/Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the RHP.

#### 8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to

be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

## **8.3 MODE OF REFUND**

Within 6 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bids and also for any excess amount blocked on Bids.

### **8.3.1 Mode of making refunds**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

## **8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Bid/Issue Closing Date, if Allotment is not made.

## SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

| Term   | Description  |
|--|--|
| Acknowledgement Slip                                   | The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.  |
| Allotment Advice                                       | Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.  |
| Allotment/ Allot/ Allotted                             | Issue and allotment of Equity shares of our Company pursuant to the Issue of the Equity Shares to successful bidders   |
| Allottee(s)  | Successful Bidders(s) to whom Equity Shares have been allotted/transferred.  |
| Application Supported by Blocked Amount Form/ASBA Form | An application from, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus.  |
| ASBA / Application Supported by Blocked Amount         | An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account   |
| ASBA Account   | An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form  |
| ASBA Application Location(s) / Specified Cities        | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad  |
| ASBA form  | An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus.  |
| Banker(s) to the Issue                                 | The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public offer Account will be opened and in this case being ICICI Bank Limited  |
| Basis of Allotment                                     | The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 249 of this Red Herring Prospectus.   |
| Bid  | An indication to make an offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Red Herring Prospectus and Bid cum Application Form |
| Bid Amount   | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked                                |



| Term                               | Description   |
|------------------------------------|---|
|                                    | in the ASBA Account upon submission of the Bid in the Issue   |
| Bid cum Application Form           | An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus  |
| Bid/ Issue Opening Date            | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard, and all editions of the Gujarati newspaper Sandesh, each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period                  | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard, and all editions of the Gujarat newspaper Sandesh, each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.  |
| Bid/ Issue Period                  | The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.  |
| Bidder                             | Any prospective investor who makes a Bid/Application pursuant to the terms of the DRHP/RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant  |
| Book Building Process              | Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made   |
| Book Running Lead Managers or BRLM | The book running lead managers to the Offer namely Pantomath capital Advisors Private Limited   |
| Broker Centres                     | Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Limited.  |
| Business Day                       | Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)   |
| CAN or Confirmation of             | The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of   |

| Term                                      | Description   |
|---|---|
| Allocation Note                           | Basis of Allotment by the Designated Stock Exchange.  |
| Cap Price                                 | The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted  |
| Client ID                                 | Client Identification Number maintained with one of the Depositories in relation to demat account.  |
| Collecting Depository Participant or CDPs | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI   |
| Controlling Branch/Designated Branch      | Such branch of the SCSBs which coordinate Bid cum Applications under this Offer by the ASBA Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time  |
| Cut-off Price                             | Offer Price, which shall be any price within the Price Band finalised by our Company in consultation with the BRLM.<br><br>Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.  |
| Demographic Details                       | The demographic details of the Bidders such as their address, PAN, occupation and bank account details  |
| Depositories                              | Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL   |
| Designated Branches                       | Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (exc Anchor Investor) and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>   |
| Designated CDP Locations                  | Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time                      |
| Designated Date                           | The date on which the Collection Banks transfer funds from the public issue Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may allot Equity Shares to successful Bidders in the Issue and may give delivery instructions for the |

| Term                                       | Description   |
|--|---|
|  | transfer of the respective Issued Shares.   |
| Designated Intermediary(ies)               | Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Issue  |
| Designated RTA Locations                   | Such centres of the RTAs where Bidder can submit the Bud cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time                      |
| Designated Stock Exchange                  | The designated stock exchange as disclosed in the Draft Red herring prospectus/ Red Herring Prospectus/ Prospectus of the issuer  |
| Discount                                   | Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.  |
| DP   | Depository Participant  |
| DP ID                                      | Depository Participant's Identification Number  |
| Draft Red Herring Prospectus or DRHP       | This Draft Red Herring Prospectus dated August 16, 2017 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   |
| Employees                                  | Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the DRHP |
| Equity Shares                              | Equity Shares of the Issuer   |
| FCNR Account                               | Foreign Currency Non-Resident Account   |
| FII(s)                                     | Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India   |
| First/sole Bidder                          | Bidder whose name shall be mentioned in the Bid cum 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  |
| Floor Price                                | The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted  |
| Foreign Venture Capital Investors or FVCIs | Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000  |
| FPIs                                       | Foreign Portfolio Investors as defined under the Securities and Exchange  |

| Term                                | Description  |
|-------------------------------------|--|
|                                     | Board of India (Foreign Portfolio Investors) Regulations, 2014   |
| Issue                               | The initial public Issue of up to 40,00,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up to Rs.[●]  |
| Issuer/Company                      | The Issuer proposing the initial public offering/further public offering as applicable   |
| Maximum RII Allottees               | The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot  |
| MICR                                | Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf   |
| Mutual Fund(s)                      | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time   |
| Mutual Funds Portion                | 5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the DRHP/RHP/Prospectus and Bid cum Application Form  |
| NEFT                                | National Electronic Fund Transfer  |
| Net Issue                           | The Issue less reservation portion   |
| Non-Institutional Category          | The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the DRHP/RHP/Prospectus and the Bid cum Application Form   |
| Non-Institutional Investors or NIIs | All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs) |
| Non-Resident                        | A person resident outside India, as defined under FEMA and includes FIIs and FPIs  |
| NRE Account                         | Non-Resident External Account  |
| NRI                                 | NRIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the DRHP/RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares   |
| NRO Account                         | Non-Resident Ordinary Account  |
| OCB/Overseas Corporate              | A company, partnership, society or other corporate body owned directly   |

| Term                                   | Description  |
|--|--|
| Body                                   | or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA  |
| Issuer Price                           | The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus the issue Price will be decided by our Company and in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus  |
| Other Investors                        | The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)   |
| PAN                                    | Permanent Account Number allotted under the Income Tax Act, 1961   |
| Price Band                             | Price band of a minimum price of Rs.[●] per Equity Share (Floor Price) and the maximum price of Rs.[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard and all editions of the Gujarati newspaper Sandesh, each with wide circulation |
| Pricing date                           | The date on which our Company in consultation with the BRLM, will finalise the Issue Price   |
| Prospectus                             | The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information  |
| Public Issue Account                   | Account opened with the Banker to the Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.   |
| Qualified Institutional Buyers or QIBs | Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009.  |
| Red Herring Prospectus or RHP          | <p>The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus</p>  |

| Term  | Description  |
|---|--|
|   | upon filing with the RoC on or after the Pricing Date  |
| Refund Account(s)                           | The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.  |
| Refund Bank(s) / Refund Banker(s)           | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being ICICI Bank Limited  |
| Refund through electronic transfer of funds | Refunds through NECS, direct credit, RTGS or NEFT, as applicable   |
| Registered Broker                           | Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.nseindia.com/membership/dynaContent/find_a_broker.htm">http://www.nseindia.com/membership/dynaContent/find_a_broker.htm</a>  |
| Registrar /Registrar to the Issue           | Registrar to the Issue, in this case being Link Intime Private Limited   |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Bid cum Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI   |
| Reservation Portion                         | The portion of the issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009   |
| Reserved Category / Categories              | Categories of persons eligible for making Bids under reservation portion.  |
| Revision Form                               | Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)   |
| RoC   | The Registrar of Companies   |
| RTGS  | Real Time Gross Settlement   |
| SCSB/ Self Certified Syndicate Banker       | Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries</a> or at such other website as may be prescribed by SEBI from time to time |
| SEBI  | The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992  |

| Term                                  | Description  |
|---------------------------------------|--|
| SEBI ICDR Regulations, 2009           | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009  |
| Specified Locations                   | Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time  |
| Stock Exchanges / SE                  | The stock exchanges as disclosed in the DRHP/RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed   |
| Syndicate Agreement                   | Agreement dated September 11, 2017 to be entered into amongst the BRLM, the Syndicate Members, our Company in relation to the procurement of Bid cum Application Forms by Syndicate  |
| Syndicate Members                     | Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Pantomath Stock Brokers Private Limited   |
| Syndicate or Members of the Syndicate | The BRLM and the Syndicate Members   |
| Underwriter                           | Pantomath Capital Advisors Private Limited   |
| Underwriting Agreement                | The agreement dated June 8, 2017 entered into between the Underwriter and our Company  |
| Working Day                           | <ol style="list-style-type: none"> <li>1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday</li> <li>2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India</li> </ol> |

## RESTRICTIONS ON FOREIGN OWNERSHIP

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, 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 Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time. ; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial



acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any 'fit and proper/due diligence' requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **i. Investment by FIIs under Portfolio Investment Scheme (PIS):**

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro-Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

**ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme**

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.

**iii. Investment by NRI on repatriation and non-repatriation basis under PIS:**

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5 % of the paid-up value of shares issued by the company concerned;
  - the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5 % of the paid-up value of each series of convertible debentures issued by the company concerned;
  - the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10 % of the paid up capital of the company and in the case of purchase of convertible debentures
  - the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10 % of the paid-up value of each series of convertible debentures;
- However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

**iv. Investment by NRI on Non-repatriation basis**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act), except**

pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

#### **SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

| <b>Sr. No</b> | <b>Particulars</b>  |                            |
|---------------|---|----------------------------|
| <b>1.</b>     | 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. | <b>Table F Applicable.</b> |
|               | <b>Interpretation Clause</b>  |                            |
| <b>2.</b>     | 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.  | <b>Act</b>                 |
|               | (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.  | <b>Articles</b>            |

| <b>Sr. No</b> | <b>Particulars</b>  |  |
|---------------|---|--|
|               | (c) "Auditors" means and includes those persons appointed as such for the time being of the Company.  | <b>Auditors</b>                        |
|               | (d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.  | <b>Capital</b>                         |
|               | (e) *"The Company" shall mean AIRO LAM 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. | <b>Executor<br/>or Administrator</b>   |
|               | (g) "Legal Representative" means a person who in law represents the estate of a deceased Member.  | <b>Legal Representative</b>            |
|               | (h) Words importing the masculine gender also include the feminine gender.  | <b>Gender</b>                          |
|               | (i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.  | <b>In Writing and Written</b>          |
|               | (j) The marginal notes hereto shall not affect the construction thereof.  | <b>Marginal notes</b>                  |
|               | (k) "Meeting" or "General Meeting" means a meeting of members.  | <b>Meeting or General Meeting</b>      |
|               | (l) "Month" means a calendar month.   | <b>Month</b>                           |
|               | (m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.   | <b>Annual General Meeting</b>          |
|               | (n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.   | <b>Extra-Ordinary General Meeting</b>  |
|               | (o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.   | <b>National Holiday</b>                |
|               | (p) "Non-retiring Directors" means a director not subject to retirement by rotation.  | <b>Non-retiring Directors</b>          |
|               | (q) "Office" means the registered Office for the time being of the Company.   | <b>Office</b>                          |
|               | (r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.  | <b>Ordinary and Special Resolution</b> |
|               | (s) "Person" shall be deemed to include corporations and firms as well as individuals.  | <b>Person</b>                          |
|               | (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.  | <b>Proxy</b>                           |

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|           | (u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.   | <b>Register of Members</b>   |
|           | (v) "Seal" means the common seal for the time being of the Company.  | <b>Seal</b>  |
|           | (w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.   | <b>Singular number</b>   |
|           | (x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.  | <b>Statutes</b>  |
|           | (y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.   | <b>These presents</b>  |
|           | (z) "Variation" shall include abrogation; and "vary" shall include abrogate.   | <b>Variation</b>   |
|           | (aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.  | <b>Year and Financial Year</b>                                     |
|           | 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.   | <b>Expressions in the Act to bear the same meaning in Articles</b> |
|           | <b>CAPITAL</b>   |  |
| <b>3.</b> | 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.  | <b>Authorized Capital.</b>   |
| <b>4.</b> | The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the 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. | <b>Increase of capital by the Company how carried into effect</b>  |
| <b>5.</b> | Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.   | <b>New Capital same as existing capital</b>                        |
| <b>6.</b> | The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s)   | <b>Non Voting Shares</b>   |

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|        | <p>premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.</p>  |  |
| 7.     | <p>Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.</p>  | <p><b>Redeemable Preference Shares</b></p>                                 |
| 8.     | <p>The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p>   | <p><b>Voting rights of preference shares</b></p>                           |
| 9.     | <p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions- shall take effect:</p> <p>(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;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(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;</p> <p>(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</p> <p>(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</p> | <p><b>Provisions to apply on issue of Redeemable Preference Shares</b></p> |
| 10.    | <p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions,</p>   | <p><b>Reduction of capital</b></p>   |

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|        | <p>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>   |   |
| 11.    | Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.   | <b>Debentures</b>                                   |
| 12.    | The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.  | <b>Issue of Sweat Equity Shares</b>                 |
| 13.    | The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.   | <b>ESOP</b>   |
| 14.    | Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.  | <b>Buy Back of shares</b>                           |
| 15.    | Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. | <b>Consolidation, Sub-Division And Cancellation</b> |
| 16.    | Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.  | <b>Issue of Depository Receipts</b>                 |
| 17.    | Subject to compliance with applicable provision of the Act  | <b>Issue of Securities</b>                          |



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|        | and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.  |  |
|        | <b>MODIFICATION OF CLASS RIGHTS</b>  |  |
| 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 (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.</p> <p>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> | <b>Modification of rights</b>  |
|        | (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.  | <b>New Issue of Shares not to affect rights attached to existing shares of that class.</b> |
| 19.    | Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.  | <b>Shares at the disposal of the Directors.</b>  |
| 20.    | The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-  | <b>Power to issue shares on preferential basis.</b>  |



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|        | section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.  |   |
| 21.    | The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.  | <b>Shares should be Numbered progressively and no share to be subdivided.</b> |
| 22.    | An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.  | <b>Acceptance of Shares.</b>  |
| 23.    | Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company 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. | <b>Directors may allot shares as full paid-up</b>                             |
| 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.  | <b>Deposit and call etc. to be a debt payable immediately.</b>                |
| 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.  | <b>Liability of Members.</b>  |
| 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.   | <b>Registration of Shares.</b>  |
|        | <b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>   |   |
| 27.    | The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotment contained in Sections 39 of the Act   |   |
|        | <b>CERTIFICATES</b>   |   |
| 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   | <b>Share Certificates.</b>  |

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|        | <p>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 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</p> |  |

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|        | engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.  |  |
| 29.    | <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> | <b>Issue of new certificates in place of those defaced, lost or destroyed.</b>                     |
| 30.    | (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.  | <b>The first named joint holder deemed Sole holder.</b>  |
|        | (b) The Company shall not be bound to register more than three persons as the joint holders of any share.  | <b>Maximum number of joint holders.</b>  |
| 31.    | Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.   | <b>Company not bound to recognise any interest in share other than that of registered holders.</b> |

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| 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.   | <b>Installment on shares to be duly paid.</b> |
|        | <b>UNDERWRITING AND BROKERAGE</b>   |   |
| 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. | <b>Commission</b>                             |
| 34.    | The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.   | <b>Brokerage</b>                              |
|        | <b>CALLS</b>  |   |
| 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.<br>(2) A call may be revoked or postponed at the discretion of the Board.<br>(3) A call may be made payable by installments.  | <b>Directors may make calls</b>               |
| 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.  | <b>Notice of Calls</b>                        |
| 37.    | A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.   | <b>Calls to date from resolution.</b>         |
| 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.   | <b>Calls on uniform basis.</b>                |
| 39.    | The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend   | <b>Directors may extend time.</b>             |

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|            | such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.  |  |
| <b>40.</b> | 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.  | <b>Calls to carry interest.</b>  |
| <b>41.</b> | If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.  | <b>Sums deemed to be calls.</b>  |
| <b>42.</b> | 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. | <b>Proof on trial of suit for money due on shares.</b>                 |
| <b>43.</b> | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.  | <b>Judgment, decree, partial payment motto proceed for forfeiture.</b> |
| <b>44.</b> | (a) The Board may, if it thinks fit, receive from any  | <b>Payments in Anticipation of</b>                                     |

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|        | <p>Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</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> | <b>calls may carry interest</b>        |
|        | <b>LIEN</b>   |  |
| 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>   | <b>Company to have Lien on shares.</b> |
| 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, fulfilment 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</p>   | <b>As to enforcing lien by sale.</b>   |



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|        | 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.  |   |
| 47.    | The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.  | <b>Application of proceeds of sale.</b>                     |
|        | <b>FORFEITURE AND SURRENDER OF SHARES</b>   |   |
| 48.    | If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force. | <b>If call or installment not paid, notice maybe given.</b> |
| 49.    | The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.<br>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.  | <b>Terms of notice.</b>                                     |
| 50.    | If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution  | <b>On default of payment, shares to be forfeited.</b>       |

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|        | 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.  |  |
| 51.    | When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.  | <b>Notice of forfeiture to a Member</b>  |
| 52.    | Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.  | <b>Forfeited shares to be property of the Company and maybe sold etc.</b>          |
| 53.    | Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, 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. | <b>Members still liable to pay money owing at time of forfeiture and interest.</b> |
| 54.    | The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.  | <b>Effect of forfeiture.</b>   |
| 55.    | 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.   | <b>Evidence of Forfeiture.</b>   |
| 56.    | The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.   | <b>Title of purchaser and allottee of Forfeited shares.</b>                        |
| 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  | <b>Cancellation of share certificate in respect of forfeited shares.</b>           |



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|            | shares to the person or persons entitled thereto.   |  |
| <b>58.</b> | 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.   | <b>Forfeiture may be remitted.</b>   |
| <b>59.</b> | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. | <b>Validity of sale</b>  |
| <b>60.</b> | 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.  | <b>Surrender of shares.</b>  |
|            | <b>TRANSFER AND TRANSMISSION OF SHARES</b>  |  |
| <b>61.</b> | (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.<br>(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.  | <b>Execution of the instrument of shares.</b>  |
| <b>62.</b> | 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.<br>The instrument of transfer shall be in a common form approved by the Exchange;  | <b>Transfer Form.</b>  |
| <b>63.</b> | The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment   | <b>Transfer not to be registered except on production of instrument of transfer.</b> |

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|            | 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. |  |
| <b>64.</b> | 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—<br>(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;   | <b>Directors may refuse to register transfer.</b>                                    |
| <b>65.</b> | 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.   | <b>Notice of refusal to be given to transferor and transferee.</b>                   |
| <b>66.</b> | 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.  | <b>No fee on transfer.</b>   |
| <b>67.</b> | The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder 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.   | <b>Closure of Register of Members or debenture holder or other security holders.</b> |
| <b>68.</b> | 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.   | <b>Custody of transfer Deeds.</b>  |
| <b>69.</b> | 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  | <b>Application for transfer of partly paid shares.</b>                               |

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|            | and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.  |   |
| <b>70.</b> | For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.   | <b>Notice to transferee.</b>                |
| <b>71.</b> | <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.<br/>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>  | <b>Recognition of legal representative.</b> |
| <b>72.</b> | The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (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. | <b>Titles of Shares of deceased Member</b>  |

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| 73.    | Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.  | <b>Notice of application when to be given</b>  |
| 74.    | Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'. | <b>Registration of persons entitled to share otherwise than by transfer.(transmission clause).</b> |
| 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.   | <b>Refusal to register nominee.</b>  |
| 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.   | <b>Board may require evidence of transmission.</b>   |
| 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                                       | <b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>          |

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|            | such notice and give effect thereto, if the Directors shall so think fit.   |  |
| <b>78.</b> | 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.   | <b>Form of transfer Outside India.</b>       |
| <b>79.</b> | No transfer shall be made to any minor, insolvent or person of unsound mind.  | <b>No transfer to insolvent etc.</b>         |
|            | <b>NOMINATION</b>   |  |
| <b>80.</b> | <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> <p>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.</p>   | <b>Nomination</b>                            |
| <b>81.</b> | <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> | <b>Transmission of Securities by nominee</b> |

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|        | 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.   |  |
|        | <b>DEMATERIALIZATION OF SHARES</b>  |  |
| 82.    | Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.   | <b>Dematerialisation of Securities</b>                                       |
|        | <b>JOINT HOLDER</b>   |  |
| 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.   | <b>Joint Holders</b>   |
| 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.   | <b>Joint and several liabilities for all payments in respect of shares.</b>  |
|        | (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;  | <b>Title of survivors.</b>   |
|        | (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   | <b>Receipts of one sufficient.</b>   |
|        | (d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.  | <b>Delivery of certificate and giving of notices to first named holders.</b> |
|        | <b>SHARE WARRANTS</b>   |  |
| 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. | <b>Power to issue share warrants</b>   |
| 86.    | (a) The bearer of a share warrant may at any time deposit   | <b>Deposit of share warrants</b>   |



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|        | <p>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> |  |
| 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>   | <b>Privileges and disabilities of the holders of share warrant</b> |
| 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.  | <b>Issue of new share warrant coupons</b>                          |
|        | <b>CONVERSION OF SHARES INTO STOCK</b>   |  |
| 89.    | <p>The Company may, by ordinary resolution in General Meeting.</p> <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>  | <b>Conversion of shares into stock or reconversion.</b>            |
| 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.   | <b>Transfer of stock.</b>  |
| 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 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.  | <b>Rights of stock holders.</b>                                    |
| 92.    | Such of the regulations of the Company (other than those   | <b>Regulations.</b>  |

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|        | 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.   |  |
|        | <b>BORROWING POWERS</b>   |  |
| 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. | <b>Power to borrow.</b>                                      |
| 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.   | <b>Issue of discount etc. or with special privileges.</b>    |
| 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.   | <b>Securing payment or repayment of Moneys borrowed.</b>     |
| 96.    | Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the   | <b>Bonds, Debentures etc. to be under the control of the</b> |



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|             | 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.   | <b>Directors.</b>  |
| <b>97.</b>  | If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.  | <b>Mortgage of uncalled Capital.</b>   |
| <b>98.</b>  | Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.   | <b>Indemnity may be given.</b>   |
|             | <b>MEETINGS OF MEMBERS</b>   |  |
| <b>99.</b>  | All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.  | <b>Distinction between AGM &amp; EGM.</b>  |
| <b>100.</b> | (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   | <b>Extra-Ordinary General Meeting by Board and by requisition</b>                    |
|             | (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. | <b>When a Director or any two Members may call an Extra Ordinary General Meeting</b> |
| <b>101.</b> | 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.   | <b>Meeting not to transact business not mentioned in notice.</b>                     |
| <b>102.</b> | 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  | <b>Chairman of General Meeting</b>   |

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|             | 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.   |  |
| <b>103.</b> | No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.  | <b>Business confined to election of Chairman whilst chair is vacant.</b> |
| <b>104.</b> | 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.<br>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.<br>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.<br>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. | <b>Chairman with consent may adjourn meeting.</b>                        |
| <b>105.</b> | 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.   | <b>Chairman's casting vote.</b>  |
| <b>106.</b> | Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.  | <b>In what case poll taken without adjournment.</b>                      |
| <b>107.</b> | 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.   | <b>Demand for poll not to prevent transaction of other business.</b>     |
|             | <b>VOTES OF MEMBERS</b>  |  |
| <b>108.</b> | 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.   | <b>Members in arrears not to vote.</b>                                   |
| <b>109.</b> | 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   | <b>Number of votes each member entitled.</b>                             |

| Sr. No | Particulars  |   |
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|        | 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.   |   |
| 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.   | <b>Casting of votes by a member entitled to more than one vote.</b> |
| 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.   | <b>Vote of member of unsound mind and of minor</b>                  |
| 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.   | <b>Postal Ballot</b>  |
| 113.   | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.   | <b>E-Voting</b>   |
| 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> | <b>Votes of joint members.</b>                                      |
| 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  | <b>Votes may be given by proxy or by representative</b>             |
| 116.   | A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or  | <b>Representation of a body corporate.</b>                          |

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|        | debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.  |   |
| 117.   | (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.  | <b>Members paying money in advance.</b>                                   |
|        | (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.  | <b>Members not prohibited if share not held for any specified period.</b> |
| 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.  | <b>Votes in respect of shares of deceased or insolvent members.</b>       |
| 119.   | No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment. | <b>No votes by proxy on show of hands.</b>                                |
| 120.   | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.   | <b>Appointment of a Proxy.</b>  |
| 121.   | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.  | <b>Form of proxy.</b>   |
| 122.   | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death   | <b>Validity of votes given by proxy notwithstanding death</b>             |

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|        | 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.   | <b>of a member.</b>  |
| 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.  | <b>Time for objections to votes.</b>                                       |
| 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.  | <b>Chairperson of the Meeting to be the judge of validity of any vote.</b> |
|        | <b>DIRECTORS</b>  |  |
| 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  | <b>Number of Directors</b>   |
| 126.   | A Director of the Company shall not be bound to hold any Qualification Shares in the Company.   | <b>Qualification shares.</b>   |
| 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 Financial Institution appointing him/them as such Director/s.</p> | <b>Nominee Directors.</b>  |

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| 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. | <b>Appointment of alternate Director.</b>                              |
| 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.  | <b>Additional Director</b>   |
| 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.  | <b>Directors power to fill casual vacancies.</b>                       |
| 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.   | <b>Sitting Fees.</b>   |
| 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.  | <b>Travelling expenses Incurred by Director on Company's business.</b> |
|        | <b>PROCEEDING OF THE BOARD OF DIRECTORS</b>   |  |
| 133.   | (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.<br>(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.  | <b>Meetings of Directors.</b>  |
| 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   | <b>Chairperson</b>   |



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|        | <p>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.</p> <p>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.</p>   |   |
| 135.   | Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.   | <b>Questions at Board meeting how decided.</b>  |
| 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.   | <b>Continuing directors may act notwithstanding any vacancy in the Board</b>            |
| 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 fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. | <b>Directors may appoint committee.</b>   |
| 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.  | <b>Committee Meeting show to be governed.</b>   |
| 139.   | <p>a) A committee may elect a Chairperson of its meetings.</p> <p>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.</p>  | <b>Chairperson of Committee Meetings</b>  |
| 140.   | <p>a) A committee may meet and adjourn as it thinks fit.</p> <p>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.</p>  | <b>Meetings of the Committee</b>  |
| 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   | <b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b> |

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|             | 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.   |  |
|             | <b>RETIREMENT AND ROTATION OF DIRECTORS</b>   |  |
| <b>142.</b> | Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid. | <b>Power to fill casual vacancy</b>          |
|             | <b>POWERS OF THE BOARD</b>  |  |
| <b>143.</b> | 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.   | <b>Powers of the Board</b>                   |
| <b>144.</b> | 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   | <b>Certain powers of the Board</b>           |
|             | (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.   | <b>To acquire any property , rights etc.</b> |
|             | (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.  | <b>To take on Lease.</b>                     |
|             | (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   | <b>To erect &amp; construct.</b>             |



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|        | 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.   |  |
|        | (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. | <b>To pay for property.</b>                    |
|        | (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.  | <b>To insure properties of the Company.</b>    |
|        | (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.   | <b>To open Bank accounts.</b>                  |
|        | (7) To secure the fulfilment 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.  | <b>To secure contracts by way of mortgage.</b> |
|        | (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.   | <b>To accept surrender of shares.</b>          |
|        | (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.   | <b>To appoint trustees for the Company.</b>    |

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|        | (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. | <b>To conduct legal proceedings.</b>                 |
|        | (11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.   | <b>Bankruptcy &amp; Insolvency</b>                   |
|        | (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.  | <b>To issue receipts &amp; give discharge.</b>       |
|        | (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.               | <b>To invest and deal with money of the Company.</b> |
|        | (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;                                 | <b>To give Security by way of indemnity.</b>         |
|        | (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.   | <b>To determine signing powers.</b>                  |
|        | (16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.   | <b>Commission or share in profits.</b>               |
|        | (17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.  | <b>Bonus etc. to employees.</b>                      |
|        | (18) To set aside out of the profits of the Company such   | <b>Transfer to Reserve Funds.</b>                    |

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|        | <p>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 depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p> |   |
|        | <p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>  | <p><b>To appoint and remove officers and other employees.</b></p> |
|        | <p>(20) At any time and from time to time by power of</p>   | <p><b>To appoint Attorneys.</b></p>                               |

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|        | attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them. |  |
|        | (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.   | <b>To enter into contracts.</b>                        |
|        | (22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.   | <b>To make rules.</b>                                  |
|        | (23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.   | <b>To effect contracts etc.</b>                        |
|        | (24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.   | <b>To apply &amp; obtain concessions licenses etc.</b> |
|        | (25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections  | <b>To pay commissions or interest.</b>                 |

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|        | 40of the Act and of the provisions contained in these presents.  |   |
|        | (26) To redeem preference shares.  | <b>To redeem preference shares.</b>                     |
|        | (27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.  | <b>To assist charitable or benevolent institutions.</b> |
|        | (28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.<br>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.  |   |
|        | (30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. |   |
|        | (31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.<br>(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.<br>(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  |   |

| Sr. No | Particulars  |  |
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|        | <p>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 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> |  |
|        | <b>MANAGING AND WHOLE-TIME DIRECTORS</b>   |  |
| 145.   | <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</p>  | <p><b>Powers to appoint Managing/Whole time Directors.</b></p> |

| Sr. No | Particulars  |   |
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|        | 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.   |   |
| 146.   | The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.   | <b>Remuneration of Managing or Whole time Director.</b>               |
| 147.   | <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 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</p> | <b>Powers and duties of Managing Director or Whole-time Director.</b> |



| Sr. No | Particulars  |  |
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|        | 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.  |  |
|        | <b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>  |  |
| 148.   | <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> | <b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b> |
|        | <b>THE SEAL</b>  |  |
| 149.   | <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>  | <b>The seal, its custody and use.</b>  |
| 150.   | The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.   | <b>Deeds how executed.</b>   |
|        | <b>Dividend and Reserves</b>   |  |
| 151.   | (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the  | <b>Division of profits.</b>  |



| Sr. No | Particulars  |  |
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|        | <p>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.   | 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.  | <b>The company in General Meeting may declare Dividends.</b> |
| 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>                           | <b>Transfer to reserves</b>                                  |
| 154.   | Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.   | <b>Interim Dividend.</b>                                     |
| 155.   | The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.   | <b>Debts may be deducted.</b>                                |
| 156.   | No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.   | <b>Capital paid up in advance not to earn dividend.</b>      |
| 157.   | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the   | <b>Dividends in proportion to amount paid-up.</b>            |

| Sr. No | Particulars  |   |
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|        | 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.  |   |
| 158.   | The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.  | <b>Retention of dividends until completion of transfer under Articles.</b>  |
| 159.   | No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.   | <b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b> |
| 160.   | A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.   | <b>Effect of transfer of shares.</b>  |
| 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.  | <b>Dividend to joint holders.</b>   |
| 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>                        | <b>Dividends how remitted.</b>  |
| 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.   | <b>Notice of dividend.</b>  |
| 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.   | <b>No interest on Dividends.</b>  |
|        | <b>CAPITALIZATION</b>  |   |
| 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</p> | <b>Capitalization.</b>  |

| Sr. No | Particulars  |                          |
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|        | <p>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>  |                          |
| 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 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</p> | Fractional Certificates. |

| Sr. No      | Particulars  |  |
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|             | think fit.   |  |
| <b>167.</b> | <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> | <b>Inspection of Minutes Books of General Meetings.</b>          |
| <b>168.</b> | <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>  | <b>Inspection of Accounts</b>                                    |
|             | <b>FOREIGN REGISTER</b>  |  |
| <b>169.</b> | 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.   | <b>Foreign Register.</b>   |
|             | <b>DOCUMENTS AND SERVICE OF NOTICES</b>  |  |
| <b>170.</b> | Any document or notice to be served or given by the Company 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.  | <b>Signing of documents &amp; notices to be served or given.</b> |
| <b>171.</b> | 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.  | <b>Authentication of documents and proceedings.</b>              |
|             | <b>WINDING UP</b>  |  |
| <b>172.</b> | <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</p>   |  |

| Sr. No | Particulars  |  |
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|        | <p>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>   |  |
|        | <b>INDEMNITY</b>   |  |
| 173.   | <p>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.</p> | <b>Directors' and others right to indemnity.</b> |
| 174.   | <p>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 lessor damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p>   | <b>Not responsible for acts of others</b>        |
|        | <b>SECRECY</b>   |  |
| 175.   | (a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business  | <b>Secrecy</b>                                   |

| Sr. No | Particulars   |   |
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|        | <p>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.</p>   |   |
|        | <p>(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.</p> | <p><b>Access to property information etc.</b></p> |

## **SECTION IX – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring 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 Red Herring 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 Survey No. 355, Nanapur Road, N.H. No. 8, Village: Dalpur, Ta. Prantij, Gujarat- 383120, India from date of filing this Red Herring Prospectus with RoC to Bid Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### **Material Contracts**

1. Issue Agreement dated June 8, 2017 between our Company and the BRLM.
2. Registrar Agreement dated June 15, 2017 between our Company and Link Intime India Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated June 8, 2017 between our Company and Underwriter viz. BRLM
4. Market Making Agreement dated June 8, 2017 Company, Market Maker and the BRLM.
5. Bankers to the Issue Agreement dated June 8, 2017 amongst our Company, the BRLM, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 10, 2011
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 10, 2017.
8. Syndicate Agreement dated September 11, 2017 between our Company, the BRLMs and Syndicate Member viz. Pantomath Stock Brokers Private Limited.

#### **Material Documents**

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
2. Resolutions of the Board of Directors dated May 12, 2017 in relation to the Issue and other related matters.
3. Special resolution of the Shareholders' passed at the Extra-ordinary General meeting dated June 7, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated June 28, 2017 issued by our Peer Reviewed Auditor, Piyush J. Shah & Co.
5. Report of the Peer Reviewed Auditor, Piyush J. Shah & Co., Chartered Accountants, dated June 28, 2017 on the Restated Financial Statements for the financial years ended as on March 31, 2017, 2016, 2015, 2014 & 2013 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Peer Reviewed Auditors, Banker to the Company, Legal Advisor to the Issue, the Book Running Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, Refund Banker to the Offer and Syndicate Member to the Issue to act in their respective capacities.

7. Copy of approval from EMERGE Platform of NSE Limited *vide* letter dated September 8, 2017, to use the name of NSE in this Issue document for listing of Equity Shares on EMERGE Platform of NSE Limited.

None of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.

Signed by all the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

| Name and designation  | Signature |
|---|-----------|
| Pravinbhai N. Patel<br><i>Chairman &amp; Managing Director</i><br>DIN: 01840244 | sd/-      |
| Sureshbhai Patel<br><i>Whole Time Director</i><br>DIN: 02223842                 | sd/-      |
| Pravinbhai A. Patel<br><i>Executive Director</i><br>DIN: 00256357               | sd/-      |
| Mahendrabhai Patel<br><i>Additional Independent Director</i><br>DIN: 00461809   | sd/-      |
| Manilal Patel<br><i>Additional Independent Director</i><br>DIN: 0769117         | sd/-      |
| Mamtabahen Patel<br><i>Additional Independent Director</i><br>DIN: 07688458     | sd/-      |

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

sd/-  
**Bharat Patel**  
*Chief Financial Officer*

sd/-  
**Ruchi Shah**  
*Company Secretary & Compliance Officer*

Place: Dalpur  
Date: September 14, 2017

## Annexure A

### DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

| Sr. No | Issue Name                                    | Issue Size (Cr) | Issue Price (Rs.) | Listing date    | Opening price on listing date | +/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing |
|--------|---|-----------------|-------------------|-----------------|-------------------------------|--|--|---|
| 1.     | Bohra Industries Limited                      | 25.15           | 55                | April 05, 2017  | 56.20                         | -0.82% (1.02%)   | -6.36% (3.78%)   | Not Applicable  |
| 2.     | Creative Peripherals and Distribution Limited | 13.50           | 75                | April 12, 2017  | 75.75                         | 72.67% (2.62%)   | 78.13% (6.42%)   | Not Applicable  |
| 3.     | Panache Digilife Limited                      | 14.58           | 81                | April 25, 2017  | 84.00                         | 14.20% (0.58%)   | 26.73% (7.09%)   | Not Applicable  |
| 4.     | Zota Health Care Limited                      | 58.50           | 125               | May 10, 2017    | 140.40                        | 6.64% (2.25%)  | 5.84% (6.91%)  | Not Applicable  |
| 5.     | Gautam Exim Limited                           | 3.32            | 40                | July 11, 2017   | 40.00                         | 5.00% (-0.68%)   | Not Applicable   | Not Applicable  |
| 6.     | Bansal Multiflex Limited                      | 6.2             | 31                | July 12, 2017   | 34.00                         | 50.00% (0.04%)   | Not Applicable   | Not Applicable  |
| 7.     | Shrenik Limited                               | 21.6            | 40                | July 18, 2017   | 41.90                         | 101.88% (0.71%)  | Not Applicable   | Not Applicable  |
| 8.     | Jigar Cables Limited                          | 5.59            | 30                | July 28, 2017   | 33.15                         | 50.00% (-2.21%)  | Not Applicable   | Not Applicable  |
| 9.     | Vaishali Pharma Limited                       | 14.23           | 72                | August 22, 2017 | 71.90                         | Not Applicable   | Not Applicable   | Not Applicable  |
| 10.    | Lexus Granito (India) Limited                 | 25.92           | 45                | August 23, 2017 | 53.00                         | Not Applicable   | Not Applicable   | Not Applicable  |

Note:- Worth Peripherals Limited, Shree Tirupati Balajee FIBC Limited and R M Drip & Sprinklers Systems Limited have filed their Red Herring Prospectus with respective Registrar of Companies.

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

## SUMMARY STATEMENT OF DISCLOSURE

| Financial year | Total no. of IPO | Total funds raised (Rs. Cr) | Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar day from listing date |                |               | Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date |                |               | Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date |                |               | Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date |                |               |
|----------------|------------------|-----------------------------|--|----------------|---------------|---|----------------|---------------|---|----------------|---------------|--|----------------|---------------|
|                |                  |                             | Over 50%   | Between 25-50% | Less than 25% | Over 50%  | Between 25-50% | Less than 25% | Over 50%  | Between 25-50% | Less than 25% | Over 50%   | Between 25-50% | Less than 25% |
| 15-16          | ***9             | 54.01                       | -  | -              | 1             | 3   | 2              | 3             | -   | 1              | 1             | 4  | 3              | -             |
| 16-17          | ****24##         | 204.56                      | -  | -              | 5             | 6   | 3              | 9             | -   | 1              | 5             | 8  | 1              | 5             |
| 17-18          | *****10\$\$      | 188.59                      | -  | -              | 1             | 3   | 1              | 3             | -   | -              | -             | -  | -              | -             |

\*\*\*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

\*\*\*\*The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016, December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

##The Scripts of Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited have not completed 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

\*\*\*\*\*The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited and Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017, July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017 and August 23, 2017 respectively.

\$\$ The scripts of Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited have not completed, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.