



### TOTAL TRANSPORT SYSTEMS LIMITED

Our Company was incorporated as Total Transport Systems Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 in Mumbai. Subsequently, the name of our Company was changed to Total Transport Systems Limited pursuant to conversion into a public company vide Shareholders' approval on March 23, 2017 and fresh certificate of incorporation dated April 24, 2017. The Corporate Identification Number of Our Company is U63090MH1995PLC091063. For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 140 of this Draft Prospectus.



**Registered Office:** 701-705, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai - 400072, Maharashtra, India

**Tel No:** +91 22 66441500; **E-mail:** info@ttspl.in; **Website:** www.ttspl.in

**Contact Person:** Mr. Makarand Pradhan Prabhakar, Managing Director

**Promoters of our Company:** Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis, Mr. Shrikant Damodar Nibandhe

| THE ISSUE   |  |
|---|--|
| PUBLIC ISSUE OF 37,80,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF TOTAL TRANSPORT SYSTEMS LIMITED ("TTSPL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 45/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF Rs. 35/- PER EQUITY SHARE AGGREGATING Rs. 1701.00 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,92,000 EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 35,88,000 EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.42% AND 25.08% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. |  |
| THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- EACH. THE ISSUE PRICE IS Rs. 45/- THE ISSUE PRICE IS 4.5 TIMES THE FACE VALUE.  |  |
| THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME)  |  |
| <i>For further details please refer to "Section VII - Issue Information" beginning on page 282 of this Draft Prospectus.</i>  |  |
| All potential investors shall participate in the Issue through Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 288 of this Draft Prospectus.   |  |
| RISK IN RELATION TO THE FIRST ISSUE   |  |
| This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10/- and the Issue Price is 4.5 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled "Basis for Issue Price" beginning on page 103 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.   |  |
| GENERAL RISKS   |  |
| Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 20 of this Draft Prospectus.   |  |
| COMPANY'S ABSOLUTE RESPONSIBILITY   |  |
| Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Draft 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 Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.   |  |
| LISTING   |  |
| The Equity Shares offered through this Draft Prospectus are proposed to be listed on the NSE Emerge Platform. Our Company has received an approval letter dated [●] from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").  |  |

| LEAD MANAGER TO THE ISSUE  | REGISTRAR TO THE ISSUE  |
|--|---|
|  <p><b>SARTHI CAPITAL ADVISORS PRIVATE LIMITED</b><br/> 159/11, Amar Brass Compound,<br/> Vidyanagari Marg, Kalina, Santacruz (E),<br/> Mumbai - 400098<br/> <b>Tel:</b> (022) 26528671/72<br/> <b>Fax:</b> (022) 26528673<br/> <b>Investor Grievance Email:</b> ipo@sarthiwm.in<br/> <b>Website:</b> www.sarthi.in<br/> <b>Contact Person:</b> Mr. Deepak Sharma<br/> <b>SEBI Registration No.:</b> INM000012011</p> |  <p><b>BIGSHARE SERVICES PRIVATE LIMITED</b><br/> E2 Ansa Industrial Estate,<br/> Sakivihar Road, Sakinaka<br/> Andheri East, Mumbai - 400072.<br/> <b>Tel:</b> +91 22 40430200<br/> <b>Fax:</b> +91 22 28475207<br/> <b>E-mail:</b> ipo@bigshareonline.com<br/> <b>Website:</b> www.bigshareonline.com<br/> <b>Contact Person:</b> Mr. Ashok Shetty<br/> <b>SEBI Registration No.:</b> INR000001385</p> |
| ISSUE PROGRAMME  |   |
| ISSUE OPENS ON: [●]  | ISSUE CLOSES ON: [●]  |



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

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



## SECTION – I GENERAL INFORMATION

### DEFINITIONS AND ABBREVIATIONS

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

#### Company Related Terms

| Term   | Description  |
|--|--|
| Articles or Articles of Association or AOA     | The Articles of Association of our Company, as amended from time to time.  |
| Auditor or Statutory Auditor                   | The Auditor of the Company being M/s. A S N A J & Co., having their office at A/5, 2 <sup>nd</sup> Floor, Vimal Udyog Bhavan, Near Starcity Manorama Nagarkar Marg, Matunga (West), Mumbai 400016.   |
| Bankers to our Company                         | Bank of India  |
| “Board” or “Board of Directors” or “our Board” | The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof.   |
| Company Secretary and Compliance Officer       | Mr. Bhavik S Trivedi   |
| Director(s)                                    | The Director(s) of our Company, unless otherwise specified.  |
| Equity Shares                                  | Equity Shares of our Company of face value of Rs.10/-each.   |
| Equity Shareholders                            | Persons holding equity shares of our Company   |
| Group Companies                                | Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, and disclosed in the chapter titled “Our Group Entities” beginning on page 172 of this Draft Prospectus.                                |
| Memorandum of Association or Memorandum or MOA | The Memorandum of Association of our Company, as amended from time to time.  |
| “Promoters” or “our Promoters”                 | Promoters of our company being Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Mr. Shrikant Damodar Nibandhe.   |
| Peer Review Auditor                            | The Peer Review Auditor of the Company being M/s. RPMD & Associates having their office at AB-17, Ist Floor, Shalimar Bagh, New Delhi – 110088   |
| Promoter Group                                 | Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled “Our Promoter and Promoter Group” beginning on page 163 of this Draft Prospectus. |



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Registered Office

The Registered Office of our Company is located at 701-705, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai- 400072, Maharashtra.

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RoC

Registrar of Companies, Mumbai, Maharashtra.

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“Total Transport Systems Limited”, or “TTSL”, or “the Company”, or “our Company” or “we”, “us”, or “our” and the “Issuer Company”.

Total Transport Systems Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.

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## Issue Related Terms

| Term   | Description  |
|--|--|
| Allocation / Allocation of Equity Shares       | The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants   |
| Allotment/ Allot/ Allotted                     | Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants   |
| Allottee(s)                                    | Successful Applicants to whom Equity Shares of our Company shall have been allotted  |
| Applicant                                      | Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.  |
| Application Amount                             | The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.   |
| Application Form                               | The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.   |
| ASBA/ Application Supported by Blocked Amount. | Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.   |
| ASBA Account                                   | Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.   |
| ASBA Application Location(s)/ Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely [●].   |
| ASBA Investor/ASBA applicant                   | Any prospective investor(s)/applicants(s) in this Issue who apply (ies) through the ASBA process.  |
| Banker(s) to the Issue/ Public Issue Bank(s).  | 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 [●].   |
| Basis of Allotment                             | The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 288 of this Draft Prospectus.  |
| Controlling 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 Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time. |
| Demographic Details                            | The demographic details of the Applicants such as their address, PAN, occupation and bank account details.   |
| Depository Participant                         | A Depository Participant as defined under the Depositories Act, 1996.  |



| Term  | Description  |
|---|--|
| Designated Branches   | Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.                           |
| Designated Date   | The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants. |
| Designated Stock Exchange   | National Stock Exchange of India Limited (NSE)   |
| Draft Prospectus  | The Draft Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.   |
| Eligible NRIs   | NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.  |
| Emerge Platform of NSE  | The Emerge Platform of NSE for Listing of Equity Shares offered under Chapter XB of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.   |
| First/ Sole Applicant   | The Applicant whose name appears first in the Application Form or Revision Form.   |
| Issue/ Issue Size/ Initial Public Offer/ Initial Public Offering/ IPO | Public Issue of 37,80,000 Equity Shares of face value of Rs. 10/- each fully paid of Total Transport Systems Limited for cash at a price of Rs.45/- per Equity Share (including a premium of Rs. 35/- per Equity Share) aggregating Rs.1701.00 Lakhs.                                |
| Issue Agreement   | The Agreement dated April 25, 2017 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.  |
| Issue Closing Date  | The date on which Issue closes for subscription.   |
| Issue Opening Date  | The date on which Issue opens for subscription.  |
| Issue Period  | The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.   |
| Issue Price   | The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs.45/- per Equity Share of face value of Rs.10/- each fully paid.  |
| Issue Proceeds  | Proceeds from the fresh Issue that will be available to our Company, being Rs. Rs.1701.00 Lakhs.   |
| Listing Agreement   | The Equity Listing Agreement to be signed between our Company and the  |



| Term   |           | Description  |
|--|-----------|--|
|  |           | National Stock Exchange of India Limited   |
| Lead Manager/ LM                             |           | Lead Manager to the Issue in this case being Sarthi Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.  |
| Market Agreement                             | Making    | Market Making Agreement dated April 25, 2017 between our Company, LM and Market Maker  |
| Market Maker                                 |           | Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking 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 1,92,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. 45/- per Equity Share aggregating Rs. 86.40 Lakhs for the Market Maker in this Issue.   |
| Mutual Fund(s)                               |           | A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.  |
| 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.  |
| Net Issue                                    |           | The Issue excluding the Market Maker Reservation Portion of 35,88,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 45/- Equity Share aggregating Rs. 1614.60 Lakhs by our Company.   |
| Net Proceeds                                 |           | The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 97 of this Draft Prospectus.   |
| Non-Institutional Investors                  |           | All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.   |
| OCB/Overseas Body                            | Corporate | 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. |
| Payment through electronic transfer of funds |           | Payment through NECS, NEFT or Direct Credit, as applicable.  |
| 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,   |





| Term                                   | Description   |
|--|---|
|  | as the context requires.  |
| Prospectus                             | The Prospectus, filed with RoC containing, <i>interalia</i> , the issue opening and closing dates and other information.  |
| Public Issue Account                   | Account(s) opened with the Public Issue Banks/Bankers to the Issue for the Issue.   |
| Public Issue Account Agreement         | Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.   |
| Qualified Institutional Buyers or QIBs | QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India. |
| Refund Account (s)                     | Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.   |
| Refund Bank(s) / Refund Banker(s)      | Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [ ● ].   |
| Registrar /Registrar to the Issue      | Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at E2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai– 400072.   |
| Retail Individual Investor             | Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i> ) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.   |
| Revision Form                          | The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).   |
| 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 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/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or at such other website as may be prescribed by SEBI from time to time.  |
| Underwriters                           | Sarthi Capital Advisors Private Limited.  |



| Term                   | Description   |
|------------------------|---|
| Underwriting Agreement | The agreement dated April 25, 2017 entered into between the Underwriters and our Company.   |
| Working Day            | Unless the context otherwise requires:<br>Working Days shall be all trading days of stock exchange 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  |
|-------------|--|
| 3PL/TPL     | Third Party Logistics  |
| 4PL         | Fourth Party Logistics   |
| AWB         | Air Way Bill   |
| B/L         | Bill of Lading   |
| Cbm         | Cubic Meter  |
| CFR         | Cost and Freight   |
| CFS         | Container Freight Station  |
| CHA         | Custom House Agents  |
| CHA License | Custom House Agents License  |
| CIF         | Cost, Insurance and Freight  |
| CIDCO       | City and Industrial Development Corporation of Maharashtra Ltd.          |
| CRISIL      | CRISIL Limited   |
| COC         | Carrier owned Container  |
| COGSA       | The Indian Carriage of Goods by Sea Act, 1925                            |
| CONCOR      | Container Corporation of India Ltd.                                      |
| CWC         | Central Warehousing Corporation Ltd. (A Government of India undertaking) |
| DDP         | Delivered Duty Paid  |
| DDU         | Delivered Duty Unpaid  |
| DRT         | Dronagiri Rail Terminal  |
| EDI         | Electronic Data Interface  |
| FAS         | Free Along Slip  |
| FIATA       | International Federation of Freight Forwarding Association               |
| FOB         | Free on Board  |
| FCL         | Full Container Load  |
| FEU         | Forty Feet Equivalent Unit   |



|          |  |
|----------|--|
| FF       | Freight Forwarders   |
| HTC      | Handling and Transport Contractor  |
| IATA     | International Air Transport Association  |
| ICD      | Inland Container Depot   |
| IGM      | Import General Manifest  |
| IVRS     | Interactive Voice Response System  |
| JIT      | Just in Time   |
| JNPT     | Jawaharlal Nehru Port Trust  |
| LSP      | Logistics Service Providers  |
| LCL      | Less Than Container Load   |
| MCC      | Multi City Consolidation   |
| MMTG     | Multimodal Transport of Goods Act, 1993  |
| MTD      | Multimodal Transport Document  |
| MTO      | Multimodal Transport Operator.   |
| MRP      | Maximum Retail Price   |
| NCR      | National Capital Regions   |
| NHAI     | National Highway Authority of India  |
| NHDP     | National Highway Development Programme   |
| NVOCC    | Non-Vessel Owning Common Carrier   |
| ODC      | Over Dimensional Cargo   |
| OWC      | Over Weight Cargo  |
| Surveyor | A specialist who surveys cargo before loading or post unloading and certifies the quantity and condition of cargo and provides independent reports to his client |
| TEU      | Twenty Feet Equivalent Unit  |
| THC      | Terminal Handling Charges  |
| VHF      | Very High Frequency  |



## Conventional and General Terms/ Abbreviations

| Term             | Description  |
|------------------|--|
| A/C              | Account  |
| Act              | The Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.   |
| AGM              | Annual General Meeting   |
| Articles         | Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Companies law or of this Act                                  |
| AS               | Accounting Standards as issued by the Institute of Chartered Accountants of India  |
| A.Y.             | Assessment Year  |
| ASBA             | Applications Supported by Blocked Amount   |
| B.A              | Bachelor of Arts   |
| B.Com            | Bachelors Degree in Commerce   |
| BIFR             | Board for Industrial and Financial Reconstruction  |
| B.Sc             | Bachelors Degree in Science  |
| CAGR             | Compounded Annual Growth Rate  |
| CDSL             | Central Depository Services (India) Limited  |
| CESTAT           | Customs, Excise and Service Tax Appellate Tribunal   |
| CENVAT           | Central Value Added Tax  |
| CIN              | Corporate Identification Number  |
| Companies Act    | Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government  |
| CSO              | Central Statistical Organization   |
| Depositories     | NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time.  |
| DIN              | Director Identification Number   |
| DP               | Depository Participant   |



|                                  |  |
|----------------------------------|--|
| DP ID                            | Depository Participant's Identity  |
| DB                               | Designated Branch  |
| EBIDTA                           | Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.   |
| ECS                              | Electronic Clearing Services   |
| EGM                              | Extraordinary General Meeting  |
| ESIC                             | Employee State Insurance Corporation   |
| ESOP                             | Employee Stock Option Plan   |
| EPS                              | Earnings per Share   |
| FDI                              | Foreign Direct Investment  |
| FCNR Account                     | Foreign Currency Non-Resident Account  |
| FEMA                             | Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.  |
| FEMA Regulations                 | FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.  |
| FII(s)                           | Foreign Institutional Investors  |
| FIs                              | Financial Institutions   |
| FIPB                             | The Foreign Investment Promotion Board, Ministry of Finance, Government of India.  |
| FV                               | Face Value   |
| FVCI                             | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.   |
| F.Y.                             | Financial Year   |
| FPI/ Foreign Portfolio Investors | “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. |
| GAAP                             | Generally Accepted Accounting Principles   |
| GDP                              | Gross Domestic Product   |
| GOI                              | Government of India.   |



|   |  |
|---|--|
| HNI   | High Net Worth Individual  |
| HUF   | Hindu Undivided Family   |
| ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.  |
| Indian GAAP   | Generally accepted accounting principles in India.   |
| ISIN  | International Securities Identification Number   |
| ICAI  | Institute of Chartered Accountants of India  |
| ICSI  | Institute of Company Secretaries of India  |
| IFRS  | International Financial Reporting Standards.   |
| Ind AS  | Indian Accounting Standards  |
| IPC   | Indian Penal Code  |
| IPO   | Initial Public Offering  |
| IPR   | Intellectual Property Right  |
| IT Act  | The Income-tax Act, 1961 as amended from time to time except as stated otherwise.  |
| IT Rules  | The Income-tax Rules, 1962, as amended from time to time   |
| INR   | Indian National Rupee  |
| JV  | Joint venture  |
| KMP   | The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 148 of this Draft Prospectus. |
| Ltd.  | Limited  |
| MBA   | Master in Business Administration  |
| M.Com   | Master Degree in Commerce  |
| MD  | Managing Director  |
| MoU   | Memorandum of Understanding  |
| MNC   | Multinational corporation  |
| N/A or NA   | Not Applicable   |



|             |  |
|-------------|--|
| NAV         | Net Asset Value  |
| NECS        | National Electronic Clearing Services  |
| NEFT        | National Electronic Fund Transfer  |
| Net Worth   | The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account. |
| NOC         | No Objection Certificate   |
| NPV         | Net Present Value  |
| 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.  |
| NSE         | National Stock Exchange of India Limited   |
| p.a.        | per annum  |
| PAN         | Permanent Account Number   |
| PAT         | Profit After Tax   |
| Pvt.        | Private  |
| PBT         | Profit Before Tax  |
| P/E Ratio   | Price Earnings Ratio   |
| POA         | Power of Attorney  |
| PIO         | Persons of Indian Origin   |
| QIB         | Qualified Institutional Buyer  |
| RBI         | Reserve Bank of India  |
| RBI Act     | The Reserve Bank of India Act, 1934, as amended from time to time  |
| Ron         | Return on Net Worth.   |





|  |   |
|--|---|
| Rs. / INR  | Indian Rupees   |
| RTGS   | Real Time Gross Settlement  |
| SCRA   | Securities Contracts (Regulation) Act, 1956   |
| 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 Depository Regulations                                      | Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.   |
| SEBI Regulations   | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.  |
| SEBI Listing Regulations   | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.   |
| 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, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| Sec.   | Section   |
| SICA   | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.   |
| SSI Undertaking  | Small Scale Industrial Undertaking  |
| Stock Exchange (s)   | National Stock Exchange of India Limited  |
| Sq.  | Square  |
| Sq. Mtr  | Square Meter  |
| 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 of America   |
| USD or US\$                     | United States Dollar   |
| U.S. GAAP                       | Generally accepted accounting principles in the United States of America   |
| UOI                             | Union of India   |
| Venture Capital Fund(s)/ VCF(s) | Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time. |
| WDV                             | Written Down Value   |
| w.e.f.                          | With effect from   |
| YoY                             | Year over Year   |

Notwithstanding the following: -

- (i) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 308 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled '*Financial Statements*' beginning on page 181 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section; and
- (iii) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 106 of this Draft 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 Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 181 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12month period ended 31<sup>st</sup> March of that year. In this Draft 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 Draft 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 Draft 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 Draft 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 and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 181 of this Draft Prospectus.

### **CURRENCY OF PRESENTATION**

In this Draft 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 otherwise stated, Industry & Market data used throughout this Draft Prospectus have been obtained from information made publicly available by CARE. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Draft 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 STATEMENTS

This Draft 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, among others:

- Our reliance on third parties such as clearing and forwarding agents, transporters etc for the storage, movement and delivery of our products;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our working capital requirements;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;

Other factors beyond our control, 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 239 respectively of this Draft 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 Draft Prospectus. Neither we, our Directors, Underwriter, Merchant Banker nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.



## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft 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 114, “Our Industry” beginning on page 108 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 239 respectively, of this Draft 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 Draft Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 3 of this Draft 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:*





## **A. INTERNAL RISK FACTORS**

### **I. Business Risks/ Company specific Risk**

#### **1. Our profitability and results of operations may be adversely affected in the event of increases in the carrier cost, price of fuel, labor or other inputs.**

The logistics Industry historically has experienced cyclical fluctuations in financial results due to economic recession, downturn in business cycles of our customers, fuel shortage, price increases by carriers, interest rate fluctuations, and other economic factors beyond our control. The prices and supply of fuel and labor costs depend on factors not under our control, including but not limited to general economic conditions, global and domestic market prices, competition, production levels, transportation costs and import duties, and these prices are cyclical in nature, which would lead to increase in cost and eventually affect the profits of the Company. If economic recession or a downturn in our customers' business cycle cause a reduction in the volume of freight shipped by those customers, our operating results could also be adversely affected.

#### **2. Our Company does not have CHA license in our name.**

Our main business is of consolidation of cargo where the margins are there. We do not have any CHA license in our name which is used for entry or departure of a conveyance or the import or export of goods at any Customs Station as there are various third party license holders who can do the job on fixed price basis. We rely on third parties for CHA services. Any delay in the service by CHA Agency may affect delivery of our goods and we may have to compensate our customers for the loss if any. Any such event may affect our result of operations and future prospects.

#### **3. We deal in transport of hazardous goods, in case of any accident involving hazardous goods; we may be liable for damages and subsequent litigations.**

We depend on third party carriers for transportation of hazardous goods; any mishandling of hazardous substance by these carriers could affect our business adversely. These can cause personal injury as well as loss of life and destruction of property and equipment, environmental damage which may result in suspension of operation and imposition of civil and criminal liabilities upon us, which can have an adverse effect on our Company and its financial position.

#### **4. Our Company has incurred losses in financial year 2015-16.**

Our Company has incurred losses in financial year 2015-16 due to discontinued business activity. If any such circumstances occur in future our Company may incur losses and this may not be perceived positively by external parties such as customers, bankers, suppliers, etc. which may affect our credibility and business operations. For further information, see the section titled 'Financial Statements' beginning on page 181 of this Draft Prospectus.

#### **5. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.**

Some of our strategic initiatives in the past have not resulted in the achievement of optimal growth and scale in our business and operations. For instance, our Company had entered into Strategic Alliance and Management Operator (SAMO) Agreement dated October 16, 2012 with Central Warehousing Corporation (CWC) for handling cargo at their CFS Distri Park, near JNPT. Due to container scanning problem and labor agitations, the business was disrupted frequently. Our Company had to pay fixed charges to CWC for using the facility and we were losing money. In April, 2016 we had withdrawn the



SAMO Agreement to stop losses. We booked losses to the tune of Rs. 2461.88 lakhs in the FY 2015-16. Our bank guarantee of Rs. 1557.00 was also encashed by CWC to recover dues. We cannot assure you that we will not sustain similar losses in future. We strive for enhancing shareholders value and work towards that goal, in view of that we will keep options open for strategic alliances. We have another agreement with CWC for Impex Park for handling cargo at this CFS which has been going smoothly.

- 6. *Our Company may not be able to deliver the cargo on timely basis due to which we could become liable to claims by customers, suffer adverse publicity and incur substantial cost as result of deficiency in our service which could adversely affect our results of operations.***

We often do not own or control the transportation assets that deliver our customers cargo and we often do not employ people directly involved in delivering the cargo. We are dependent on independent third parties to provide logistic services this could cause delay in reporting certain events, including recognizing revenue and claims.

Our contracts involve providing services that are vital to the customers' business such as timely delivery of goods to them. Any failure or defect in service could result in a claim against the Company for substantial damages, regardless of our responsibility for such failures.

Further, in certain instances we may also be required to provide performance bank guarantees to our clients and vendors and in case we are not able to perform as desired, the clients may invoke the bank guarantees to claim damages/dues. A successful assertion of one or more large claim(s) against us that exceeds available insurance coverage of our clients or the imposition of a demurrage, could adversely affect our financial condition and results of operations.

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

Our lease agreement for branch office in Kolkatta, Pune, Vadodara, Chennai and Belapur have not been stamped & 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.

- 8. *Our freight forwarding business depends upon our network of overseas agents for fulfilment of logistics needs of our customers. Our inability to maintain our relationships with our overseas sales agents or deficiency in the service provided by such agents may adversely affect our revenues and profitability.***

We depend on our network of overseas agents for cargo handling, transportation, warehousing and timely delivery at the destination and load port for export cargo and import cargo respectively. For this purpose, we enter into agency agreements and co-operation agreements in the normal course of business with overseas agents. Any deficiency in the service levels of our overseas agents or termination of any such agency agreement can directly impact our business.





**9. We have to update the name of our company in all our statutory approvals and certificates due to the conversion of our company.**

All of our statutory approvals and certificates are in the name of Total Transport Systems Private Limited. Since our company was converted into a public limited company pursuant to shareholder's approval on March 23, 2017 vide fresh Certificate of Incorporation dated April 24, 2017. We have to update the name Total Transport Systems Limited on all of the statutory approvals and certificates. We have certain approvals on the address of previous registered office. Also, we are shifting our branch offices located at Kochi, Vadodara and are we in process of changing respective address on the statutory approvals and certificates. We cannot ensure that we will be able to update the said documents on timely manner. We have not made application for Shop Establishment license for our branches located at Kochi, Tutikorin and Chennai.

**10. Our top 10 customers contribute appx 60% and 55% of our revenues for the financial year ending March 31, 2017 and March 31, 2016 respectively. Any loss of business from one or more of them may adversely affect our revenues and profitability.**

Our top 10 customers contribute more than 60% and 55% of our revenues for the financial year ended March 31, 2017 and March 31, 2016 respectively. Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

**11. Our Company had negative cash flow in the past 5 years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from our operating activities, investment activities as well as financing activities in some of the previous years, as per the Standalone Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

| Particulars                                     | As on 31 <sup>st</sup> March |          |          |          |          |
|---|------------------------------|----------|----------|----------|----------|
|   | 2017                         | 2016     | 2015     | 2014     | 2013     |
| Cash flow from / (used in) Operating Activities | (1,007.71)                   | 544.30   | 975.56   | 770.54   | (171.11) |
| Cash flow from / (used in) Investing activities | 23.60                        | 149.44   | 21.19    | (59.70)  | (315.39) |
| Cash flow from/ (used in) Financing activities  | 100.63                       | (529.78) | (433.78) | (645.64) | 582.46   |

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





**12. Mishaps or accidents could result in a loss or slowdown in operations and could also cause damage to life and property.**

The services provided by our company are subject to operating risks, including but not limited to breakdown or accidents & mishaps. While, till date, there have not been any notable incidents involving mishaps or major accidents, we cannot assure that these may not occur in the future. Any consequential losses arising due to such events will affect our operations and financial condition.

**13. Delay or defaults in client's payment could result in reduction of our profits.**

We may be subject to working capital shortages due to delay or default in payments by our clients. If clients default in payment it shall have material adverse effects on our cash flows which could result in decline in financial conditions and revenues of the company. Our debtors for more than 6 months constitute 38.29% and 43.68% of Total Debtors for the financial year 31st March 2017 and 2016 respectively.

**14. We face competition in our business from both domestic and international competitors. Such competition would have an adverse impact on our business and financial performance.**

The industry, in which we are operating, is highly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing, international reach and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**15. 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.

**16. In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.**

We require certain statutory and regulatory permits, licenses and approvals to operate our business. We believe that we have obtained all the requisite permits and licenses which are adequate to run our business. However, there is no assurance that there are no other statutory/regulatory requirements which we are required to comply with. Few of our statutory permits/ licenses are registered on the address of our previous registered office and we are in process of changing registered office of the Company in records of Statutory Authorities.

We have regular system of checking for any regulatory license being expiring & to apply for renewal within stipulated time. For further details, please refer to section titled "Government and Other Statutory Approvals" beginning on page 260 of this Draft Prospectus.



**17. *Our Company does not have any long-term contracts with any of shipping lines, transporters, custom clearance etc which may adversely affect our results of operations.***

Our Company neither have any long-term contract with any of shipping lines, transporters, custom clearance agents etc nor any marketing tie up for our services. Any disruption/discontinuance of their services may affect our inability to deliver our services to the clients, which further may adversely affect our business and profitability. However, we have been getting repeat business from our clients on regular basis. Also, we have been dealing with shipping lines, transporters, CHAs etc on regular basis.

**18. *A few of our properties are not owned by us. In the event, we are unable to renew the lease/rent agreements, or if such agreements are terminated, we may suffer a disruption in our operations.***

Some of our business premises which include branches are taken on lease of varying tenures. These leases are renewable on mutually agreed terms. Upon termination of the lease, we are required to return the said business premises to the Lessor/Licensor, unless renewed. There can be no assurance that the term of the agreements will be renewed and in the event the Lessor/Licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we are required to vacate our offices, we may be required to identify alternative premises and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

For details on properties taken on lease/rent by us please refer to the heading titled “Property” in chapter titled “Our Business” beginning on page 114 of this Draft Prospectus.

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

Modernization and technology upgradation is essential to provide better services. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. We are in process of implementation of our new operations software- E Pearl. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

**20. *Our Company has several contingent liabilities which if materialises may adversely affect the financial position of the Company.***

As on March 31, 2017 our Company has contingent liabilities of Rs. 2,319.09 Lakhs towards Bank Guarantees issued not provided for, demand in respect of TDS, Income Tax and Service tax. Though we have filed replies against demand raised, the said contingent liabilities if materialises may adversely affect the financial position of our Company.

**21. *We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Our business requires a significant amount of working capital for smooth functioning. For the FY 2017 and FY 2016, our working capital requirements were Rs. 2,521.83 Lakhs and Rs. 2,292.19 Lakhs respectively as per restated standalone financials. We meet our requirement for working capital majorly through banking facilities or fresh infusion of funds by way of issue of shares, borrowings or internal accruals. In future, our inability, if any to meet our working capital requirements through banking arrangements or otherwise can adversely impact our business operations and financial position.



**22. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price.**

The average cost of acquisition of Equity shares by our Promoters is negative since they have sold some Equity shares at IPO price as follows:

| Name of the Promoters      | No. of Shares held | Average cost of Acquisition (in Rs.) |
|----------------------------|--------------------|--------------------------------------|
| Makarand Pradhan Prabhakar | 24,92,000          | (0.10)                               |
| Sanjiv Arvind Potnis       | 24,92,000          | (0.10)                               |
| Shrikant Damodar Nibandhe  | 12,44,000          | (0.20)                               |

**23. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For details, please refer to the Statement of Related Party Transactions under chapter “Financial Statement” beginning on page 181 of this Draft Prospectus. We cannot assure you that we will receive similar terms in our related party transactions in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. The transactions we have entered into and any further transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. Further, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

Further, our Group Entities are authorized to carry out or engage in business that are common with the objects and business carried on by our Company. As a result, conflicts of interests may arise in allocating business opportunities between our Company and our Group Entities in circumstances where our respective interests diverge. In cases of conflict, our individual Promoter, who will continue to retain majority shareholding in our Company (directly and indirectly), subsequent to the Issue, may favor other Entities in which our individual Promoter has interests. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations, cash flows and financial condition.

**24. Our indebtedness and the restrictive covenants imposed upon us in certain debt facilities could restrict our ability to conduct our business and grow our operations, which would adversely affect our financial condition and results of operations.**

As on March 31, 2017, we had aggregate outstanding fund based and non fund based limits of Rs. 3002.00 Lakhs from Bank of India. The agreements governing our existing indebtedness contain restrictions and limitations, such as restriction on withdrawal of profits/ capital without prior approval of bank and retention of entire profits in the business, change in management or capital structure etc. There can be no assurance that our Company has, and will, at all times have, complied with all of the terms of the said financing documents. Any failure to comply with the financial or other covenants or obtain the consents necessary to take the actions may affect our business and operations. Further, any failure to service our Company’s indebtedness and/or to comply with all of the terms of the said financing documents could have an adverse effect on the operations and/or profitability of our



Company. For further details on restrictive covenants, please refer to the chapter titled “Our History and Certain Other Corporate Matters” beginning on page 140 of this Draft Prospectus.

***25. Our lender has charge over our immovable and movable assets in respect of finance availed by us from Bank of India.***

We have secured our lender by creating a charge over our immovable and movable assets in respect of working capital facilities availed by us from Bank of India. The total amounts outstanding and payable by us as secured fund based working capital facilities were Rs. 1503.40 Lakhs and non fund based working capital facilities were Rs. 1502.00 Lakhs as on March 31, 2017. In the event we default in repayment of the facilities availed by us and any interest thereof, our assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to the heading titled “Financial Indebtedness” in chapter titled “Financial Statement as Restated” beginning on page 181 of this Draft Prospectus.

***26. Our Promoters and Directors have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.***

Our Promoters and Directors have provided personal guarantees to certain loan facilities availed by us. In the event that any of these guarantees are revoked or withdrawn, the lenders for such facilities may require alternative guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as result may need to repay the outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial conditions.

***27. The unsecured loan availed by us is recallable by the lender at any time.***

Our Company has availed unsecured loans which are recallable on demand by the lenders including our Directors. In such cases, the lender is empowered to require repayment of the facility at any point in time during the tenor. In case the loan is recalled on demand by the lender and our Company is unable to repay the outstanding amounts under the facility at that point, the cashflow of our Company will be effected. For further information on the Financial Indebtedness please refer to the heading titled “Financial Indebtedness” in chapter titled “Financial Statement as Restated” beginning on page 181 of this Draft Prospectus.

***28. In addition to normal remuneration, other benefit, reimbursement of expenses and interest on loans some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

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



assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

***29. Our success depends largely upon the services of our Promoters and other Key Managerial Personnel and our ability to retain them. Our inability to attract and retain key managerial personnel may adversely affect the operations of our Company.***

Our Company and our Promoters have built relations with vendors, clients and other persons who are connected with our business. Further, our Key Managerial Personnel also possesses the requisite domain knowledge to provide efficient services to our clients. Accordingly, our Company's performance is dependent upon the services of our Promoters and other Key Managerial Personnel. Our future performance will, therefore, depend upon the continued services of these persons. 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.

***30. Our group entity has incurred losses in the financial year 2013-14, 2014-15 and 2015-16.***

Our Group Entity WSA Shpg Bombay Private Limited has incurred losses in the financial year 2013-14, 2014-15 and 2015-16, Jag Software Solutions Private Limited in the financial year 2014-15 and Artemis Translog Private Limited in the financial year 2014-15 and 2015-16. For further details regarding the performance of our Group Entities, please refer to Chapter titled "Our Group Entities" beginning on page 172 of this Draft Prospectus. Sustained financial losses by our Group Entities may not be perceived positively by external parties such as customers, bankers, suppliers etc., which may affect our credibility and business operations.

***31. One of our group entity has negative net worth in the financial year 2013-14 and 2015-16***

One of our Group entity Artemis Translog Private Limited has negative net worth in the financial year ended 2013-14 and 2015-16. For further details regarding the performance of our Group Entities, please refer to Chapter titled "Our Group Entities" beginning on page 172 of this Draft Prospectus.

***32. One of our Subsidiary has negative networth and has incurred losses in the financial year 2014-15 ,2015-16 and 2016-17.***

One of our Subsidiary OneWorld Logistics Private Limited has negative net worth and incurred losses in the financial year ended 2014-15, 2015-16 and 2016-17. For further details regarding the performance of our Subsidiaries, please refer to Chapter titled "Our Subsidiaries" beginning on page 167 of this Draft Prospectus.

***33. We do not own a part of our Registered Office from which we operate.***

We do not own a part of the premises of our registered office situated at 705 T-Square Opp.Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai -400072, which is owned by our group company, M/s WSA Shpg Bombay Private Limited. We have received an NOC dated November 29, 2012 and there is no rent agreement has been executed for using the same for business purpose. We cannot assure you that we will own, or have the right to occupy, this premises in future, or that we will be able to continue with the uninterrupted use of this premise, which may impair our operations and adversely affect our financial condition. For details on properties taken on lease/rent by us please refer to the heading titled "Property" in chapter titled "Our Business" beginning on page 114 of this Draft Prospectus.

***34. We do not own a Branch Office from which we operate.***

We do not own a Branch Office situated at 403-404, Vedant Complex, 7 Kalpana Colony, Navrangpura, Ahmedabad – 380009, Gujarat which is owned by our group company, M/s WSA Shpg



Bombay Private Limited. We have received an NOC dated March 30, 2012 and there is no rent agreement has been executed for using the same for business purpose. We cannot assure you that we will own, or have the right to occupy, this premises in future, or that we will be able to continue with the uninterrupted use of this premise, which may impair our operations and adversely affect our financial condition. For details on properties taken on lease/rent by us please refer to the heading titled “Property” in chapter titled “Our Business” beginning on page 114 of this Draft Prospectus.

- 35. There are certain outstanding legal proceedings involving our Company and Promoters which are pending at different stages before the Judicial / Statutory authorities. Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, its Promoters and Directors are involved in certain legal proceedings and claims in relation to certain civil matters incidental to our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings are as follows:

- **LITIGATION RELATING TO THE COMPANY**

- **Cases pending with Tax Authorities**

The Following Service Tax demand is outstanding by our Company with the Tax Authority:

- **Details of outstanding demand in respect of Service Tax for period 2011 to 2015:**

Our Company has received demand notice dated November 03, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 15,66,702/- (Rupees Fifteen Lakhs Sixty-Six Thousand Seven Hundred Two Only) availed during the period 2011 to 2015. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.

- **Details of outstanding demand in respect of Service Tax for period 2009-10 to 2012-13:**

Our Company has received show cause cum demand notice dated October 29, 2015 from Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 4,47,00,793/- (Rupees Four Crore Forty - Seven Lakhs Seven Hundred Ninety-Three Only) for “Business Auxiliary Services” rendered during the period 2009-10 to 2012-13. Our Company has filed reply date January 08, 2016 with the Commissioner of Service Tax, Mumbai and the matter is still pending.

- **Details of outstanding demand in respect of Service Tax for period 2009-10 to 2013-14:**

- a) Our Company has received show cause cum demand notice dated October 20, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 15,48,164/- (Rupees Fifteen Lakhs Forty-Eight Thousand One Hundred Sixty-Four Only) for “Business Auxiliary Services” rendered during the period 2009-10 to 2013-14. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.
- b) Our Company has received show cause cum demand notice dated November 05, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 34,57,224/- (Rupees Thirty- Four Lakhs Fifty-Seven Thousand Two Hundred and Twenty-Four Only) for “Goods Transport Agency Services” rendered during the period 2009-10 to 2013-14. Our Company has filed





reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.

- c) Our Company has received demand notice dated November 05, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 21,91,087/- (Rupees Twenty-One Thousand Eighty-Seven Only) availed during the period 2009-10 to 2013-14. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.
- d) Our Company has received show cause cum demand notice dated October 26, 2015 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 1,93,952/- (Rupees One Lakh Ninety-Three Thousand Nine Hundred Fifty-Two Only) payable on "Security Charges". Our Company has filed reply dated January 08, 2016 with the Joint Commissioner of Service Tax, Mumbai and the matter is still pending.

• **Details of outstanding demand in respect of Service Tax for period 2014-15:**

- a) Our Company has received show cause cum demand notice dated January 07, 2016 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 4,16,385/- (Rupees Four Lakhs Sixteen Thousand Three Hundred EightyFive Only) for "Business Auxiliary Services" rendered during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- b) Our Company has received demand notice dated February 26, 2016 from Assistant/ Joint Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 10,75,514/- (Rupees Ten Lakhs Seventy-Five Thousand Five Hundred Fourteen Only) availed during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- c) Our Company has received show cause cum demand notice dated March 02, 2016 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 50,962/- (Rupees Fifty Thousand Nine Hundred Sixty-Two Only) payable on "Security Charges". Our Company has filed reply dated March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- d) Our Company has received show cause cum demand notice dated March 02, 2016 from Joint Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 15,14,895/- (Rupees Fifteen Lakhs Fourteen Thousand Eight Hundred Ninety-Five Only) towards "Business Auxiliary Services" rendered during the period 2014-15. Our Company has filed reply dated March 14, 2016 with the Joint Commissioner of Service Tax, Mumbai and the matter is still pending.
- e) Our Company has received show cause cum demand notice dated February 03, 2016 from Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 1,87,32,926/- (Rupees One Crore Eighty-Seven Lakhs Thirty-Two Thousand Nine Hundred Twenty-Six Only) for "Business Auxiliary Services" rendered during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Commissioner of Service Tax, Mumbai and the matter is still pending.



- **Details of outstanding demand in respect of Income Tax:**

| A.Y.    | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2008-09 | 143(1)  | 5,89,085                              | Assessing Officer         |
| 2009-10 | 154     | 3,34,420                              | Assessing Officer         |
| 2010-11 | 143(3)  | **9,96,740                            | Assessing Officer         |
| 2011-12 | 143(3)  | *28,39,270                            | Assessing Officer         |

*\*The Company has applied for rectification of demand on February 27, 2017 and the final order is still awaited.*

*\*\* The Company has applied for rectification of demand on February 27, 2017 and the final order is still awaited.*

- **Details of outstanding demand in respect of TDS:**

A total demand of Rs. 21,79,875/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years

**Details of notice received in respect of Provident Fund for period 2016 onwards**

Our Company has received visit notice dated February 02, 2017 from Office of the Regional P.F. Commissioner, Mumbai seeking certain documents for the years pertaining to period from March 2016 onwards. We have submitted required documents to the concerned authority. The inspection is in process and the next date of hearing is fixed on June 12, 2017. A demand, if any would crystallize after inspection is done.

- **LITIGATIONS RELATING TO THE PROMOTER OF OUR COMPANY**

**Case Pending with Tax Authorities**

**Income Tax demand pending against our Promoter**

- **Mr. Sanjiv Arvind Potnis**

| A.Y     | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2003-04 | 220(2)  | 119                                   | CPC                       |
| 2006-07 | 143(1)  | 4,56,618                              | Assessing Officer         |
| 2007-08 | 154     | 2,010                                 | Assessing Officer         |





- LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTER OF THE COMPANY**

**Case Pending with Tax Authorities**

- Mr. Abhishek Ramesh Talwar**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2008-09    | 220(2)         | 3,314   | CPC                              |

- Ms. Leena Prashant Salvi**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2011-12    | 220(2)         | 192   | CPC                              |

- LITIGATIONS RELATING TO THE SUBSIDIARY COMPANIES**

**Cases pending with Tax Authorities**

- CP World Logistics India Private Limited**
- Details of outstanding demand in respect of Income Tax:**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2015-16    | 220(2)         | 104   | CPC                              |

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 2,110/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- OneWorld Logistics Private Limited**
- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 85,245/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.



- LITIGATIONS RELATING TO THE GROUP COMPANIES**

**Cases pending with Tax Authorities**

- WSA Shpg Bombay Private Limited**
- Details of outstanding demand in respect of Income Tax:**

| <b>A.Y.</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|-------------|----------------|---|----------------------------------|
| 2003-04     | 220(2)         | 1,688   | CPC                              |
| 2005-06     | 143(1)         | 1,80,859                                      | Assessing Officer                |
| 2006-07     | 143(1)         | 23,53,720                                     | Assessing Officer                |
| 2007-08     | 143(1)         | 34,49,627                                     | Assessing Officer                |
| 2008-09     | 143(1)         | 54,68,953                                     | Assessing Officer                |
| 2009-10     | 143(1)(a)      | *14,386                                       | Assessing Officer                |
| 2010-11     | 143(3)         | **2,79,720                                    | Assessing Officer                |

*\*The Company has applied for rectification of demand on January 27, 2012 and the final order is still awaited.*

*\*\* The Company has applied for rectification of demand on September 12, 2011 and the final order is still awaited.*

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 33,75,746/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- Artemis Translog Private Limited**

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 46,905/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- Jag Software Solutions Private Limited**

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 484/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.



• **LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES**

**Case Pending with Tax Authorities**

- **Mr. Gopi Radhakrishnan Menon**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2009-10    | 220(2)         | 3,758   | CPC                              |

We cannot provide any assurance that above matters will be decided in favour of the above-mentioned entities or persons.

Further, there is no assurance that similar proceedings will not be initiated against the above-mentioned entities or persons in the future. For details, kindly refer chapter titled “Outstanding Litigation and Material Developments” at page 248 of this Draft Prospectus.

- 36. *Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 97 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 97 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

- 37. *We are subject to risks arising from exchange rate fluctuations.***

The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company’s profitability. Generally, we do not hedge our foreign currency exposure. The effect of exchange fluctuation is neutralized to the extent of export earnings made by our Company in foreign currency terms.

Our Company has made below export & import of services as on March 31, 2017 and March 31, 2016:

(Rs. in Lakhs)

| <b>Sr. No.</b> | <b>Particulars</b> | <b>March 31, 2017</b> | <b>March 31, 2016</b> |
|----------------|--------------------|-----------------------|-----------------------|
| 1.             | Export of Services | 861.43                | 1953.83               |



|    |                    |         |         |
|----|--------------------|---------|---------|
| 2. | Import of Services | 1745.57 | 2423.09 |
|----|--------------------|---------|---------|



- 38. Our logo *is under the process of registration. In case of no registration our brand building efforts may be hampered which might lead to an adverse effect on our business.***

We have made applications dated July 14, 2016 for registration of our Logo/ trademarks under the Trademarks Act, 1999 for getting the same registered. Our logo applied for trademark registration is objected and in case of rejection of said applications, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. This could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

- 39. Our intellectual property rights may be infringed upon or we may infringe the intellectual property rights of third parties.**

We have been using our trademark in our business. However, there is no assurance that our trademark will not be infringed upon. Depending on whether we are able to discover any such infringement of our trademarks or successfully enforce our legal rights in the jurisdictions where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark. In such circumstances, our reputation and business may be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected.

- 40. Our Key Management Personnel is associated with the Company less than one year.**

Our Key Management Personnel i.e. Company Secretary & Compliance Officer is associated with the Company for a period of less than one year. For details of Key Management Personnel and their appointment, please refer to chapter "Our Management" beginning on page 148 of this Draft Prospectus.

- 41. 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 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.

- 42. Our insurance coverage may not adequately protect us against future unforeseen liabilities and this may have a material adverse effect on our business.**

Our company has availed Standard Fire and Special Perils Policy for our registered office apart from bill of lading risk policy. However, the insurance cover taken by us may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time by the insurers. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our business operations and cash flows



may be affected. For details on Insurance cover, please see “Insurance” the chapter titled “Our Business” beginning on page 114 of this Draft Prospectus.

**43. *Our Promoters, together with our Promoter Group will continue to retain majority shareholding in our Company after the Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group will always act in the best interests of the Company or you.***

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoters and the Promoter Group. Upon completion of the Issue, the Promoters and Promoter Group will own 74,82,000 Equity Shares i.e. 52.30% of our post-issue Equity Share capital, assuming full subscription of the Issue. Accordingly, the Promoters and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders’ approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters and Promoter Group as the Company’s controlling shareholders could conflict with the Company’s interests or the interests of its other shareholders. We cannot assure that the Promoters and Promoter Group will act to resolve any conflicts of interest in the Company’s or your favour.

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

As on date, we have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of working capital funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds could adversely affect our growth plans. We meet our working capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 97 of this Draft Prospectus.

**45. *Delay in filing of certain forms under Companies Act with RoC.***

We have delayed in filing of certain forms under Companies Act with RoC and although the Company has paid additional fees for the same, such non-compliance may result in penalties or other action against our Company.

Below are the details of forms filed late/not filed during last three financial years:

| Sr. No. | Delayed Filing   | Status                           |
|---------|--|----------------------------------|
| 1.      | Annual filing forms for F.Y., 2014-15 and 2015-16 for standalone and consolidated financials | Not filed                        |
| 2.      | Return of Allotment in Form MGT-14 and PAS-3 for Allotment of Bonus Shares in 2014-15        | Applied for Condonation of Delay |



|    |   |                                  |
|----|---|----------------------------------|
| 3. | Form MGT-14 for Appointment of Company Secretary in 2014-15 | Applied for Condonation of Delay |
| 4. | Annual filing forms for F.Y. 2011-12, 2012-13 and 2013-14   | Filed with additional fees       |

***46. Our Company may incur penalties or liabilities for some clerical errors in the forms filed with ROC under certain provisions of the Companies Act and other applicable laws.***

There have been some clerical mistakes in filing of various forms with ROC, which can result in levy of penalties and which may adversely affect the results of operations.

***47. Any Penalty or demand raised by statutory authorities in future will affect our financial position of our Company.***

Our Company is engaged in business of providing freight & forwarding services, which attracts tax liability such as Service Tax, Income Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund & ESIC. Though, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of our Company.

***48. One of our old corporate record in connection with the allotment of our Equity Shares is not available.***

We are unable to trace corporate record in relation to allotment of shares of our Company. These corporate records include documents relating to applications for certain allotment of our equity shares as on March 28, 2002. Despite having conducted an extensive search in the records of our Company, we have not been able to retrieve the aforementioned documents, and accordingly, have relied on other documents, such as register of members, board resolutions and minutes, annual returns to verify the details of our equity shares allotted during this period.

**II. Risk related to this Issue and our Equity Shares**

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

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

***50. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.



**51. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares will be determined by our Company in consultation with the LM and will be based on numerous factors. For further information, see the section titled “Basis For Issue Price” on page 103 of this Draft Prospectus. The Issue Price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurances that investors who are allotted Equity Shares through the Issue will be able to resell their Equity Shares at or above the Issue Price.

**52. *Natural calamities and force majeure events may have an adverse impact on our business.***

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

**53. *The Goods and Services Tax (GST) regimes by the Government of India may have material impact on our operations.***

The Government of India has enacted a comprehensive National Goods and Services Tax (GST) regime that will combine taxes and levies by the Central and State Governments into unified rate structure. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result insignificant additional taxes becoming payable. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

**54. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.***

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

**55. *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.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, customers credit availability, fluctuations in commodities markets, customers debt levels, unemployment trends and other matters that influence customers 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.

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the Mumbai terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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

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

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The GoI has enacted a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is to be effective from July 01, 2017, may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 01, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.





We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

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

In Finance Bill 2017, it is proposed to amend section 10(38) to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1<sup>st</sup> day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1<sup>st</sup> day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.



## PROMINENT NOTES

a) The Public Issue of 37,80,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs.45/- per Equity Share aggregating Rs. 1701.00 Lakhs (“the Issue”). Issue of Equity Shares will constitute 26.42% of the fully diluted Post-Issue paid-up capital of our Company. For more information, please refer to chapter titled “The Issue” on page 58 of this Draft Prospectus.

b) The net worth and book value of our Company is as under:

(In Lakhs)

| Sr. No. | Particulars | Financial Statement | As on March 31, 2017 | As on March 31, 2016 | As on March 31, 2015 |
|---------|-------------|---------------------|----------------------|----------------------|----------------------|
| 1.      | Net worth   | Consolidated        | 1,236.77             | 659.29               | 2208.02              |
|         |             | Standalone          | 1,222.17             | 663.21               | 2,244.67             |
| 2.      | Book Value  | Consolidated        | 12.37                | 6.59                 | 22.08                |
|         |             | Standalone          | 12.22                | 6.63                 | 22.45                |

c) The average cost of acquisition of Equity shares by our Promoters is negative since they have sold some Equity shares at IPO price which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

| Name of the Promoters      | No. of Shares held | Average cost of Acquisition (in Rs.) |
|----------------------------|--------------------|--------------------------------------|
| Makarand Pradhan Prabhakar | 24,92,000          | (0.10)                               |
| Sanjiv Arvind Potnis       | 24,92,000          | (0.10)                               |
| Shrikant Damodar Nibandhe  | 12,44,000          | (0.20)                               |

d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled “*Related Party Transactions*” beginning on page 179 of this Draft Prospectus.

e) Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on page 67, 163 and 148 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.

f) Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.

g) Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 59 of this Draft Prospectus.

h) Investors are advised to refer to chapter titled “*Basis for Issue Price*” on page 103 of this Draft Prospectus.

i) Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.



- j) There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Prospectus except shares gifted to one of our promoters and his immediate relatives by other family members.
- k) Except as stated in the chapter titled “*Our Group Entities*” beginning on page 172 and chapter titled “Related Party Transactions” beginning on page 179 of this Draft Prospectus, our Group Entities have no business interest or other interest in our Company.
- l) Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “Issue Structure” beginning on page 286 of this Draft Prospectus.



## SECTION III – INTRODUCTION

### SUMMARY OF OUR INDUSTRY

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.*

#### Overview of Indian Economy

India's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labor force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

#### GDP and Other Indicators

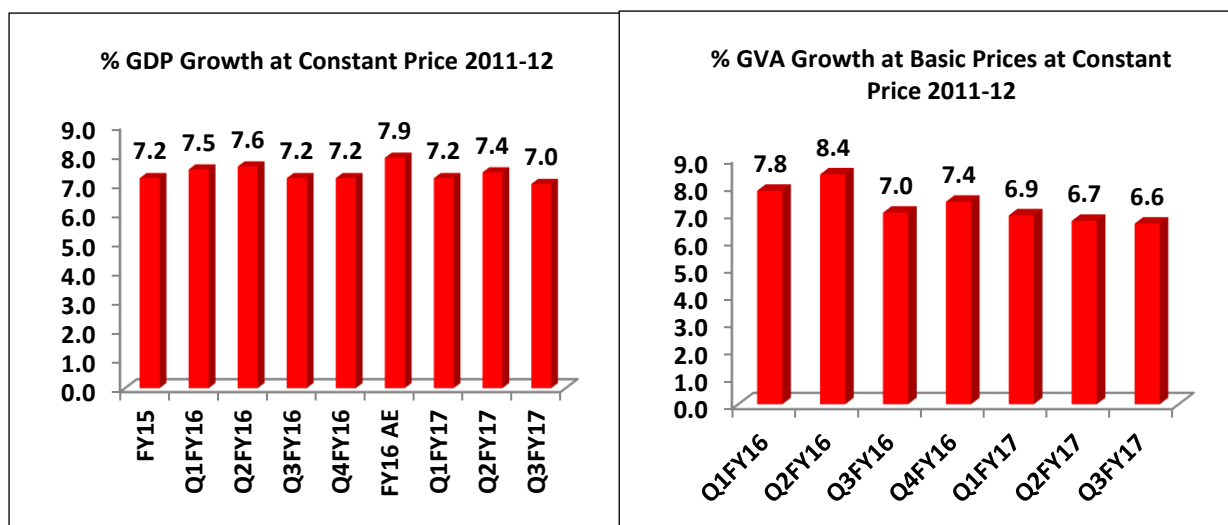
According to the Economic Survey 2016-17, India's economic growth has been pegged at 6.5% for the current fiscal, down from 7.6% recorded in the last financial year, but is expected to rebound in the range of 6.75-7.5% in 2017-18.

As per the Second Advance Estimate of National Income, 2016-17 released by Ministry of Statistics & Programme Implementation on February 27<sup>th</sup>, 2017, Annual GDP at constant (2011-12) prices is expected to grow at the rate of 7.1% for financial 2016-17. Annual growth of Gross Value Added (GVA) at constant (2011-12) prices is estimated to be 6.7% in FY2016-17 compared to 7.8% in FY15-16.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%.

Better than expected post demonetisation Indian GDP (at 2011-12 prices) revived to 7.0% in Q3FY17 as compared to 7.4% in the Q2FY17 and 7.1% in Q3FY16. Gross Value Added -GVA at basic prices at constant (2011-12) prices in Q3 FY17 has grown by 6.6% compared to 7.0% in Q3FY16 and by 6.7% compared to Q2FY17.

Source: MOSPI, RBI, <http://www.careratings.com/upload/NewsFiles/SplAnalysis/Q3-FY17%20GDP.pdf>



### Foreign Direct Investments

Foreign Direct Investment (FDI) inflows into the country touched a new high of \$60.08 billion in 2016-17. During the year 2016-17, Inflows has grown by 8% from \$55.63 billion in 2015-16. The manufacturing sector has witnessed a growth of 52% from \$13.35 billion in financial year 2015-16 to \$20.26 billion during fiscal year 2016-17. After the launch of Make in India initiative (October 2014 to March 2017), the FDI flows increased by 62% to \$99.72 billion as compared to \$ 61.41 billion during the previous 30 months (April 2012 to September 2014).

Source: MOSPI

### Index of Industrial Production

The IIP registered a growth of 2.7% in March 2017 over the index of March 2016. The growth of index of manufacturing, mining, and electricity was 1.2%, 9.7% and 6.2% respectively during the month.

Cumulatively, the IIP registered a growth of 5.0% during April to March 2016 -17 over corresponding period of previous year. The index of Manufacturing, Mining and Electricity sector grew by 4.9%, 5.3% and 5.8% respectively during April to March 2016 – 17 over corresponding period of previous year

Source: [http://eaindustry.nic.in/iip/IIP\\_Highlights.pdf](http://eaindustry.nic.in/iip/IIP_Highlights.pdf)

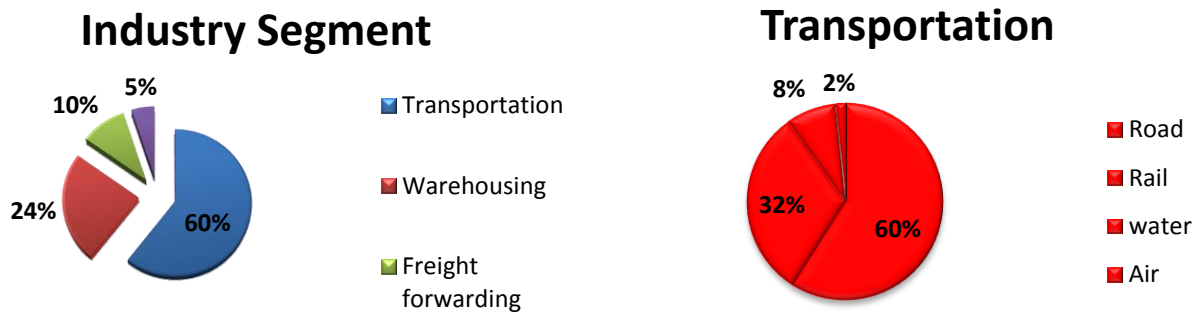
### Key Economic Variables

| Particulars         | FY13 | FY14 | FY15 | FY16 RE | FY17 AE |
|---------------------|------|------|------|---------|---------|
| GDP %               | 5.6  | 6.6  | 7.2  | 7.9     | 7.1     |
| GVA Growth Rate (%) | 5.4  | 6.3  | 7.1  | 7.8     | 6.7     |
| Export Growth (%)   | -1.8 | 4.7  | -1.3 | -5.4    | 4.7     |
| Import Growth (%)   | 0.3  | -8.3 | -0.5 | -5.9    | -       |
| Inflation – WPI     | 7.4  | 6    | 2    | -0.85   | -       |
| Inflation- CPI      | 10.2 | 9.5  | 5.9  | 4.9e    | -       |



## **Indian Logistic Industry gaining the traction**

Indian logistic segment The Indian logistic sector is primarily categorized into four segments comprising Transportation (rail, road, air, water-ways), warehousing (Container freight stations and Inland Container Depots), freight forwarding and value-added logistics. The transportation contributes maximum (60%) to the whole pie of logistic sector which comprises of various means such as road, rail, air and water. India being emerging country is primarily dependent upon transportation through land, ie, road and rail. The transportation through road and rail together contributes about 56% followed by Warehousing 24.5% comprising industrial and agricultural storage in the entire pie of logistics segment.



During last five years, the Government of India has been taking various initiatives in order to develop road infrastructure. The net road projects awarded by NHAI during FY16 have increased to 4368 km in comparison with 3250 km level of FY12. 24% 10% 5% 36% 19% 5% 1% 60. % Transportation Warehousing Freight forwarding Value added logistic Road Rail Water Air Source: Compiled by CARE NHAI plans to increase both awards and execution of road projects in FY17 by four times over FY16 levels, ie, with target execution of 8000 km (@21.92 km/day) and target awards at 15,000 km. Furthermore, on account of various government initiatives, focus on hybrid annuity as well as EPC contracts and structural changes in the concession agreement

## **Infrastructure Snapshot**

### **Roads:**

- 2nd Largest in world with a total of more than 3.34 mn Km road length
- National Highways/Expressway of 0.10 mn
- 0.15 mn Km of state highways and 4.98 mn Km of major & other district roads

### **Rail:**

- Covers almost all parts of the country with routes covering a total length of 67,312 km

### **Air:**

- 18 international airports 7 custom airports, 78 domestic airports and 26 civil enclaves at Military fields

### **Sea:**

- 6000 km of natural peninsular coastline
- 12 major ports and 187 minor ports.

## **Government Initiatives**

- As per the railway budget for the year 2017-18, the capital plan has been pegged at Rs.1.31 lakh crore. The railway ministry has given emphasis on rapid expansion of freight business to take up freight corridors.
- As a part of reviving the existing ports of the country, the Indian government has developed 10 coastal economic regions which led to improvement in the capacity of all the major ports to 892.92 MMT as on January 31, 2016 (871.52 MMT as on March 31, 2015). Furthermore, the government is taking up various initiatives such as investing Rs. 70,000 crore under 'Sagarmala project' in 12 major ports in the



next five years, allowing upto 100% FDI under automatic route for port development projects and providing income tax incentives

- India, although gearing towards logistic friendly on its performance index, has been facing inhibitions that primarily include higher logistic costs and complex tax structure. The implementation of Goods and Service Tax (GST) bill is expected to trim the logistic costs upto 20% from the current levels



## SUMMARY OF OUR BUSINESS

In this section, unless otherwise stated, references to “Company” or to “we”, “us” and “our” refers to Total Transport Systems Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

### OVERVIEW

In 1995, our Company was incorporated by Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Late Mr. Prashant Ramkrishna Salvi under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 issue by the Registrar of Companies, Mumbai, Maharashtra. Mr. Shrikant Damodar Nibandhe joined our company as promoter in the year 1998. The name of our Company has been changed to Total Transport Systems Limited pursuant to conversion into a public company vide Shareholders’ approval on March 23, 2017 and fresh certificate of incorporation dated April 24, 2017.

While our tradition of leadership began with our NVOCC and consolidation services, we’ve evolved into an industry-leading 3PL with a comprehensive portfolio of consolidation and forwarding services. It’s been time of more than two decades since we are operational in this field. Since our inception in 1995, our Company has grown manifold and is regarded as one of the leading quality-conscious service providers in the segments that we serve. With knowledge accumulated over 20 plus years of experience in International Logistics, we understand the structural and financial difficulties of working in India. That’s why we endeavor to provide our customers with the highest quality and cost-effective services through constant innovations in the field, enabling us to accomplish successful, long run business relationships. We have a Multi-Modal Transport Operator’s License for servicing our customer’s requirements. We also have a Federal Maritime Commission (FMC) license. We have deliberately not taken a CHA license to avoid conflict of interest with other Custom Clearing Agents.

The services to customers are provided in two ways:

- a) Booking – The customer books his cargo through us but transportation, custom clearance etc provided by his designated CHA or custom Broker. We receive the cargo, consolidate it in container and ship it to destination.
- b) Complete Logistics Solutions – The customer books his cargo and all services including transportation, custom clearance, consolidation, forwarding etc is done by us till the point of destination.

The management of the company is mainly focusing on global networking by offering competitive & quality services and to provide a TOTAL LOGISTIC & CONSOLIDATION FREIGHT SERVICES to all its customers & overseas partners worldwide. The ongoing challenges of the freight & forwarding industry inspire us to innovate and search for new ideas that challenge limits and extend Beyond Brokerage. Our customers, contract carriers, and suppliers are the beneficiaries of this forward-thinking approach, because we believe they deserve nothing but the best from their 3PL.

### Major Areas of Operation:

- Sea Freight Forwarding
- Consolidation & Deconsolidation of cargo
- Air Freight Logistic
- Warehousing & Transportation





We have entered into an agreement dated October 16, 2012 with Central Warehousing Corporation for their warehouse at Impex Park, Navi Mumbai.

The registered office of our Company is situated at 701-705, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai-400072, Maharashtra. We have branches located in various cities in India like C.B.D. Belapur, Pune, Ahmedabad, Vadodara, Kolkata, Chennai, Tuticorin, Bengaluru, Kochi and Gandhidham. We have captured the Indian market for providing services for deconsolidation of cargo, Forwarding and Consolidation of cargoes from all major locations across the globe. Our Company groupage traffic ranks amongst one of the best in India.

Presently, we have total employee strength of 281 employees all over India. This dedicated team of employees who have expertise in logistics support and handling cargo, work round the clock to cater to every minute detail to meet the customers' expectations. We have tie-ups with various shipping lines like Maersk, MSC, NYK, Hapag Lloyd, Hyundai, CMA –CGM, Cosco etc. to move our consolidated cargo on time.

We are also members of FIATA i.e. International Federation of Freight Forwarding Association, Bombay Overseas Freight Brokers Association and Federation of Freight Forwarder's Associations in India, Consolidators Association of India and AMTOI. We have established a wholly owned subsidiary in Nepal through a joint venture.

The Freight Consolidation Services for shipments are the cost-effective way to transport low volume cargo. By grouping shipments with others to fill a standard container, we avoid the cost of shipping an entire container on a single customer. We as a freight consolidator take full responsibilities of shipment from the point of receipt to the point of destination. Pricing is based on nature of goods, location, type of service and facility given to the customer. However, sector at which the goods are sent plays a very crucial role in deciding the price of the goods. About 60-70% of our business is thru consolidation of cargo.

Details of division wise revenue are as follows:

(Rs. In Lakhs)

| Sr. No. | Particulars                    | 2016-17          | 2015-16          | 2014-15          | 2013-14          | 2012-13          |
|---------|--------------------------------|------------------|------------------|------------------|------------------|------------------|
| 1.      | Consolidation Export           | 7,902.05         | 7,680.20         | 9,974.19         | 7,659.33         | 7,469.24         |
| 2.      | Consolidation Import           | 6,059.00         | 5,999.40         | 6,780.91         | 7,414.62         | 7,249.87         |
| 3.      | Freight Forwarding Import      | 2,555.61         | 2,978.89         | 4,225.06         | 3,565.55         | 4,177.06         |
| 4.      | Freight Forwarding Export      | 520.20           | 621.31           | 537.97           | 1,666.09         | 1,778.67         |
| 5.      | Warehousing and Transportation | 2,926.77         | 5,493.12         | 4,312.64         | 4,323.84         | 1,178.88         |
|         | <b>TOTAL</b>                   | <b>19,964.62</b> | <b>22,772.92</b> | <b>25,830.77</b> | <b>24,629.43</b> | <b>21,853.72</b> |

There has been a fall in the turnover as compared to previous years because of glut in shipping industry and overall shortfall in exports from India last year. The oversupply of vessels in the world container shipping market has heralded severe effects on this industry, forcing big players like Hanjin into bankruptcy in August 2016. Hanjin had been one of our major customer at CWC- Impex Park. The shipping industry as on date has consolidated by way of Mergers, acquisitions and strategic alliances and going forward the business looks normal.



We have generated revenue as given below:

(Rs. In Lakhs)

| Sr. No. | Financial Year | Domestic Sales | Export Sales | Total Revenue | Profit after tax |
|---------|----------------|----------------|--------------|---------------|------------------|
| 1.      | 2016-17        | 15,414.76      | 4,549.86     | 19,964.62     | 558.96           |
| 2.      | 2015-16        | 17,376.06      | 5,396.86     | 22,772.92     | (1,581.46)       |
| 3.      | 2014-15        | 19,405.31      | 6,425.46     | 25,830.77     | 278.84           |
| 4.      | 2013-14        | 17,873.53      | 6,755.90     | 24,629.43     | 472.22           |
| 5.      | 2012-13        | 16,263.54      | 5,590.18     | 21,853.72     | 282.32           |



## SUMMARY OF FINANCIAL STATEMENTS

### STANDALONE FINANCIAL INFORMATION AS RESTATED

#### RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Lakhs)

| Sr. No.   | Particulars                                      | Note No.    | As at 31st March |                 |                 |                 |                 |
|-----------|--|-------------|------------------|-----------------|-----------------|-----------------|-----------------|
|           |  |             | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>A.</b> | <b>Equity and Liabilities</b>                    |             |                  |                 |                 |                 |                 |
| <b>1</b>  | <b>Shareholders' Funds</b>                       |             |                  |                 |                 |                 |                 |
|           | Share Capital                                    | <b>I.1</b>  | 500.00           | 500.00          | 500.00          | 50.00           | 50.00           |
|           | Reserves & Surplus                               | <b>I.2</b>  | 722.17           | 163.21          | 1,744.67        | 1,922.81        | 1,450.58        |
|           | <b>Share application money pending allotment</b> |             |                  |                 |                 |                 |                 |
| <b>2</b>  | <b>Non-Current Liabilities</b>                   |             |                  |                 |                 |                 |                 |
|           | Long-term borrowings                             | <b>I.3</b>  | 274.56           | 255.93          | 312.34          | 403.31          | 814.74          |
|           | Deferred Tax Liabilities (Net)                   | <b>I.4</b>  | -                | -               | -               | 9.93            | 10.21           |
|           | Long Term Provisions                             | <b>I.5</b>  | 295.63           | 232.22          | 204.81          | 99.28           | 69.28           |
| <b>3</b>  | <b>Current Liabilities</b>                       |             |                  |                 |                 |                 |                 |
|           | Short Term Borrowings                            | <b>I.6</b>  | 1,503.41         | 1,026.26        | 1,104.75        | 1,125.87        | 1,073.29        |
|           | Trade Payables                                   | <b>I.7</b>  | 1,694.97         | 3,042.66        | 2,822.56        | 1,733.70        | 1,325.57        |
|           | Other Current Liabilities                        | <b>I.8</b>  | 121.67           | 349.95          | 387.65          | 429.65          | 446.26          |
|           | Short Term Provisions                            | <b>I.9</b>  | -                | -               | -               | -               | -               |
|           | <b>Total</b>                                     |             | <b>5,112.41</b>  | <b>5,570.24</b> | <b>7,076.78</b> | <b>5,774.55</b> | <b>5,239.93</b> |
| <b>B.</b> | <b>Assets</b>                                    |             |                  |                 |                 |                 |                 |
| <b>4</b>  | <b>Non-Current Assets</b>                        |             |                  |                 |                 |                 |                 |
|           | Fixed Assets                                     |             |                  |                 |                 |                 |                 |
|           | Tangible Assets                                  | <b>I.10</b> | 801.87           | 885.12          | 1,016.94        | 1,199.70        | 1,259.38        |
|           | Intangible Assets                                |             | -                | -               | -               | -               | -               |
|           | Capital Work in Progress                         |             | -                | -               | -               | -               | -               |
|           | Deferred Tax Assets (Net)                        | <b>I.4</b>  | 92.78            | 61.08           | 48.03           | -               | -               |
|           | Non - Current Investments                        | <b>I.11</b> | 17.76            | 20.78           | 20.78           | 20.78           | 20.78           |
|           | Long Term Loans and Advances                     | <b>I.12</b> | 36.49            | 42.53           | 88.66           | 85.45           | 67.72           |
| <b>5</b>  | <b>Current Assets</b>                            |             |                  |                 |                 |                 |                 |
|           | Trade Receivables                                | <b>I.13</b> | 3,223.29         | 2,805.75        | 4,308.26        | 3,599.61        | 3,104.01        |
|           | Cash and Cash Equivalents                        | <b>I.14</b> | 188.75           | 1,072.22        | 908.26          | 345.30          | 280.11          |
|           | Short-term loans and advances                    | <b>I.15</b> | 747.12           | 636.73          | 651.76          | 506.32          | 500.53          |
|           | Other Current Assets                             | <b>I.16</b> | 4.35             | 46.04           | 34.10           | 17.38           | 7.40            |
|           | <b>Total</b>                                     |             | <b>5,112.41</b>  | <b>5,570.24</b> | <b>7,076.78</b> | <b>5,774.55</b> | <b>5,239.93</b> |



# **RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

**(Rs. in Lakhs)**

| Sr. No    | Particulars   | Note No.    | For The Year Ended March 31, |                   |                  |                  |                  |
|-----------|---|-------------|------------------------------|-------------------|------------------|------------------|------------------|
|           |   |             | 2017                         | 2016              | 2015             | 2014             | 2013             |
| <b>A.</b> | <b>Revenue:</b>   |             |                              |                   |                  |                  |                  |
|           | Revenue from Operations (gross)                               | <b>II.1</b> | 19,964.62                    | 22,772.92         | 25,830.77        | 24,629.43        | 21,853.72        |
|           | Less: Excise Duty   |             | -                            | -                 | -                | -                | -                |
|           | Revenue from operations (net)                                 | <b>II.1</b> | 19,964.62                    | 22,772.92         | 25,830.77        | 24,629.43        | 21,853.72        |
|           | Other income  | <b>II.2</b> | 35.56                        | 117.71            | 63.38            | 42.74            | 17.45            |
|           | <b>Total revenue</b>  |             | <b>20,000.18</b>             | <b>22,890.63</b>  | <b>25,894.16</b> | <b>24,672.17</b> | <b>21,871.17</b> |
| <b>B.</b> | <b>Expenses:</b>  |             |                              |                   |                  |                  |                  |
|           | Purchase of Services  | <b>II.3</b> | 16,246.19                    | 18,813.93         | 22,122.10        | 20,895.88        | 18,014.68        |
|           | Employee benefit expenses                                     | <b>II.4</b> | 1,502.44                     | 1,369.16          | 1,463.35         | 1,298.58         | 2,108.78         |
|           | Finance costs   | <b>II.5</b> | 395.15                       | 394.89            | 321.69           | 286.79           | 190.02           |
|           | Depreciation and Amortization                                 | <b>I.10</b> | 104.25                       | 146.22            | 214.78           | 144.40           | 120.79           |
|           | Other expenses  | <b>II.6</b> | 1,224.90                     | 1,299.07          | 1,348.53         | 1,281.49         | 1,016.98         |
|           | <b>Total Expenses</b>   |             | <b>19,472.92</b>             | <b>22,023.26</b>  | <b>25,470.45</b> | <b>23,907.15</b> | <b>21,451.26</b> |
|           | <b>Profit/(Loss) before tax from Continuing Operations</b>    |             | <b>527.26</b>                | <b>867.37</b>     | <b>423.70</b>    | <b>765.02</b>    | <b>419.91</b>    |
|           | <b>Profit/(Loss) before tax from discontinuing Operations</b> |             | -                            | (2,461.89)        | -                | -                | -                |
|           | <b>Profit/(Loss) before tax from operating activities</b>     |             | <b>527.26</b>                | <b>(1,594.51)</b> | <b>423.70</b>    | <b>765.02</b>    | <b>419.91</b>    |
|           | <b>Tax expense:</b>   |             |                              |                   |                  |                  |                  |
|           | Current tax   |             | 107.51                       | -                 | 202.82           | 293.08           | 115.00           |
|           | MAT Credit  |             | (107.51)                     | -                 | -                | -                | -                |
|           | Deferred Tax  |             | (31.70)                      | (13.06)           | (57.96)          | (0.28)           | 22.58            |
|           | <b>Profit/(Loss) for the period/ year</b>                     |             | <b>558.96</b>                | <b>(1,581.46)</b> | <b>278.84</b>    | <b>472.22</b>    | <b>282.32</b>    |
|           | CSR Expenses  |             | -                            | -                 | -                | -                | -                |
|           | <b>Profit/(Loss) for the period/ year</b>                     |             | <b>558.96</b>                | <b>(1,581.46)</b> | <b>278.84</b>    | <b>472.22</b>    | <b>282.32</b>    |
|           | <b>Earning per equity share in Rs.:</b>                       |             |                              |                   |                  |                  |                  |
|           | (1) Basic   |             | 5.59                         | (15.81)           | 2.79             | 4.72             | 2.82             |
|           | (2) Diluted   |             | 5.59                         | (15.81)           | 2.79             | 4.72             | 2.82             |



## RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. In Lakhs)

| Particulars   | For The Year Ended March 31, |                   |                 |                 |                 |
|---|------------------------------|-------------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016              | 2015            | 2014            | 2013            |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Profit/ (Loss) before tax   | 527.26                       | (1,594.51)        | 423.70          | 765.02          | 419.91          |
| Adjustments for:  |                              |                   |                 |                 |                 |
| Depreciation  | 104.25                       | 146.22            | 214.78          | 144.40          | 120.79          |
| Finance Expense   | 395.15                       | 394.89            | 321.69          | 286.79          | 190.02          |
| Bad Debts written off   | (0.39)                       | 0.14              | 1.00            | 100.11          | 0.77            |
| Interest/ Other Income Received                                     | (35.56)                      | (117.69)          | (63.38)         | (42.74)         | (13.67)         |
| Profit/(Loss) on Sale of Fixed Assets                               | -                            | (0.02)            | -               | -               | (3.78)          |
| <b>Operating profit before working capital changes</b>              | <b>990.72</b>                | <b>(1,170.98)</b> | <b>897.79</b>   | <b>1,253.58</b> | <b>714.04</b>   |
| Movements in working capital:                                       |                              |                   |                 |                 |                 |
| (Increase)/ Decrease in Inventories                                 | -                            | -                 | -               | -               | -               |
| (Increase)/Decrease in Trade Receivables                            | (417.16)                     | 1,502.38          | (709.65)        | (595.72)        | (841.93)        |
| (Increase)/Decrease in Other Current Assets                         | 41.68                        | (11.94)           | (16.72)         | (9.98)          | (10.45)         |
| (Increase)/Decrease in Loans & Advances                             | (110.39)                     | 15.02             | (145.44)        | (5.79)          | (456.14)        |
| Increase/(Decrease) in Trade Payables and Other Current Liabilities | (1,512.57)                   | 209.82            | 1,152.40        | 421.52          | 538.37          |
| <b>Cash generated from operations</b>                               | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>1,178.38</b> | <b>1,063.62</b> | <b>(56.11)</b>  |
| CSR Expenses  | -                            | -                 | -               | -               | -               |
| Income tax paid during the year                                     | -                            | -                 | 202.82          | 293.08          | 115.00          |
| <b>Net cash from operating activities (A)</b>                       | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>975.56</b>   | <b>770.54</b>   | <b>(171.11)</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Purchase of Fixed Assets  | (21.01)                      | (14.38)           | (38.99)         | (84.72)         | (353.46)        |
| Purchase of Long Term Investments                                   | 3.02                         | -                 | -               | -               | -               |
| Purchase of Current Investments                                     | -                            | -                 | -               | -               | -               |
| Sale of Fixed Assets  | -                            | -                 | -               | -               | 24.40           |
| Sale of Current Investments   | -                            | -                 | -               | -               | -               |
| Long Term Loans & Advances  | 6.03                         | 46.13             | (3.20)          | (17.73)         | -               |
| Interest Received / Other Income                                    | 35.56                        | 117.69            | 63.38           | 42.74           | 13.67           |
| <b>Net cash from investing activities (B)</b>                       | <b>23.60</b>                 | <b>149.44</b>     | <b>21.19</b>    | <b>(59.70)</b>  | <b>(315.39)</b> |
| Proceeds from issue of share capital/application money              | -                            | -                 | -               | -               | -               |
| Interest paid on borrowings   | (395.15)                     | (394.89)          | (321.69)        | (286.79)        | (190.02)        |
| Proceeds/(Repayment) of Borrowings                                  | 477.14                       | (78.48)           | (21.12)         | 52.57           | 720.99          |
| Proceeds/ (Repayment) of Unsecured                                  | 18.63                        | (56.41)           | (90.97)         | (411.42)        | 51.49           |



|   |               |                 |                 |                 |               |
|---|---------------|-----------------|-----------------|-----------------|---------------|
| Loans   |               |                 |                 |                 |               |
| <b>Net cash from financing activities (C)</b>                 | <b>100.63</b> | <b>(529.78)</b> | <b>(433.78)</b> | <b>(645.64)</b> | <b>582.46</b> |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>      | (883.48)      | 163.96          | 562.96          | 65.19           | 95.96         |
| <b>Cash and cash equivalents at the beginning of the year</b> | 1,072.22      | 908.26          | 345.30          | 280.11          | 184.15        |
| <b>Cash and cash equivalents at the end of the year</b>       | <b>188.75</b> | <b>1,072.22</b> | <b>908.26</b>   | <b>345.30</b>   | <b>280.11</b> |



## CONSOLIDATED FINANCIAL STATEMENT AS RESTATED

### ANNEXURE – I: RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

| Sr. No.   | Particulars                               | Note No.    | As at 31st March |                 |                 |                 |                 |
|-----------|---|-------------|------------------|-----------------|-----------------|-----------------|-----------------|
|           |   |             | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>A.</b> | <b>Equity and Liabilities</b>             |             |                  |                 |                 |                 |                 |
| <b>1</b>  | <b>Shareholders' Funds</b>                |             |                  |                 |                 |                 |                 |
|           | Share Capital                             | <b>I.1</b>  | 500.00           | 500.00          | 500.00          | 50.00           | 50.00           |
|           | Reserves & Surplus                        | <b>I.2</b>  | 736.77           | 159.29          | 1,708.02        | 1,574.31        | 631.27          |
|           | Share application money pending allotment |             | -                | -               | -               |                 | -               |
|           | Minority Interest                         |             | 180.45           | 151.57          | 234.58          | 476.65          | 836.86          |
| <b>2</b>  | <b>Non-Current Liabilities</b>            |             |                  |                 |                 |                 |                 |
|           | Long-term borrowings                      | <b>I.3</b>  | 274.56           | 322.23          | 363.32          | 227.45          | 352.34          |
|           | Deferred Tax Liabilities (Net)            | <b>I.4</b>  | -                |                 | -               | (12.66)         | (13.92)         |
|           | Long Term Provisions                      | <b>I.5</b>  | 295.63           | 232.22          | 204.81          | 99.28           | 69.28           |
| <b>3</b>  | <b>Current Liabilities</b>                |             |                  |                 |                 |                 |                 |
|           | Short Term Borrowings                     | <b>I.6</b>  | 1,503.41         | 1,026.26        | 1,104.75        | 1,125.87        | 1,073.29        |
|           | Trade Payables                            | <b>I.7</b>  | 1,743.28         | 3,097.06        | 2,850.87        | 1,741.79        | 1,370.89        |
|           | Other Current Liabilities                 | <b>I.8</b>  | 132.59           | 286.82          | 377.04          | 452.43          | 537.05          |
|           | Short Term Provisions                     | <b>I.9</b>  | -                | -               | -               | -               | -               |
|           | <b>Total</b>                              |             | <b>5,366.70</b>  | <b>5,775.45</b> | <b>7,343.38</b> | <b>5,735.11</b> | <b>4,907.07</b> |
| <b>B.</b> | <b>Assets</b>                             |             |                  |                 |                 |                 |                 |
| <b>4</b>  | <b>Non-Current Assets</b>                 |             |                  |                 |                 |                 |                 |
|           | Fixed Assets                              |             |                  |                 |                 |                 |                 |
|           | Tangible Assets                           | <b>I.10</b> | 984.91           | 1,075.04        | 1,276.17        | 1,511.10        | 1,648.78        |
|           | Intangible Assets                         |             | -                | -               | -               | -               | -               |
|           | Capital Work In Progress                  |             | -                | -               | -               | -               | -               |
|           | Deferred Tax Assets (Net)                 | <b>I.4</b>  | 92.78            | 61.08           | 44.63           | -               | -               |
|           | Non - Current Investments                 | <b>I.11</b> | 1.02             | 1.02            | 1.02            | 1.02            | 1.02            |
|           | Long Term Loans and Advances              | <b>I.12</b> | 36.54            | 42.57           | 117.73          | 120.29          | 114.58          |
| <b>5</b>  | <b>Current Assets</b>                     |             |                  |                 |                 |                 |                 |
|           | Trade Receivables                         | <b>I.13</b> | 3,249.80         | 2,783.33        | 4,278.45        | 3,244.17        | 2,315.76        |
|           | Cash and Cash Equivalents                 | <b>I.14</b> | 235.37           | 1,173.88        | 978.75          | 400.43          | 331.62          |
|           | Short-term loans and advances             | <b>I.15</b> | 766.29           | 638.53          | 646.64          | 458.12          | 495.31          |
|           | Other Current Assets                      | <b>I.16</b> | -                | -               | -               | -               | -               |
|           | <b>Total</b>                              |             | <b>5,366.70</b>  | <b>5,775.45</b> | <b>7,343.38</b> | <b>5,735.11</b> | <b>4,907.07</b> |



## ANNEXURE – II: RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

| Sr. No    | Particulars   | Note No.    | For The Year Ended March 31, |                   |                  |                  |                  |
|-----------|---|-------------|------------------------------|-------------------|------------------|------------------|------------------|
|           |   |             | 2017                         | 2016              | 2015             | 2014             | 2013             |
| <b>A.</b> | <b>Revenue:</b>                                     |             |                              |                   |                  |                  |                  |
|           | Revenue from Operations (gross)                     | <b>II.1</b> | 21,291.29                    | 24,584.67         | 27,515.32        | 26,282.26        | 22,887.75        |
|           | Less: Excise Duty                                   |             | -                            | -                 | -                | -                | -                |
|           | Revenue from operations (net)                       | <b>II.1</b> | 21,291.29                    | 24,584.67         | 27,515.32        | 26,282.26        | 22,887.75        |
|           | Other income  | <b>II.2</b> | 36.06                        | 117.75            | 63.48            | 44.17            | 30.61            |
|           | <b>Total revenue</b>                                |             | <b>21,327.34</b>             | <b>24,702.42</b>  | <b>27,578.80</b> | <b>26,326.42</b> | <b>22,918.35</b> |
| <b>B.</b> | <b>Expenses:</b>                                    |             |                              |                   |                  |                  |                  |
|           | Purchase of Services                                | <b>II.3</b> | 17,517.74                    | 20,562.43         | 23,681.87        | 22,362.91        | 18,836.65        |
|           | Employee benefit expenses                           | <b>II.4</b> | 1,510.49                     | 1,382.07          | 1,471.05         | 1,321.19         | 2,185.57         |
|           | Finance costs                                       | <b>II.5</b> | 395.75                       | 398.64            | 333.73           | 313.28           | 224.78           |
|           | Depreciation and Amortization                       | <b>I.10</b> | 112.05                       | 154.68            | 274.98           | 218.89           | 235.54           |
|           | Other expenses                                      | <b>II.6</b> | 1,240.94                     | 1381.41           | 1403.88          | 1230.52          | 1138.42          |
|           | <b>Total Expenses</b>                               |             | <b>20,776.97</b>             | <b>23,879.23</b>  | <b>27,165.51</b> | <b>25,446.79</b> | <b>22,620.96</b> |
|           | <b>Profit/(Loss) before tax</b>                     |             | <b>550.38</b>                | <b>823.19</b>     | <b>113.61</b>    | <b>435.08</b>    | <b>390.52</b>    |
|           | <b>Profit/(Loss) before Discontinuing Operation</b> |             | -                            | (2461.89)         | -                | -                | -                |
|           | <b>Profit/(Loss) before tax</b>                     |             | <b>550.38</b>                | <b>(1,638.70)</b> | <b>413.29</b>    | <b>879.63</b>    | <b>297.39</b>    |
|           | <b>Tax expense:</b>                                 |             |                              |                   |                  |                  |                  |
|           | Current tax   |             | 116.64                       | 5.40              | 204.13           | 298.63           | 117.94           |
|           | Earlier Year Tax                                    |             | 0.53                         | 4.09              | 1.69             | (3.07)           |                  |
|           | MAT Credit  |             | (107.51)                     | -                 | -                | -                | -                |
|           | Deferred Tax  |             | (31.70)                      | (16.45)           | (31.97)          | 1.26             | (1.54)           |
|           | <b>Profit/(Loss) for the period/ year</b>           |             | <b>572.42</b>                | <b>(1,631.74)</b> | <b>239.44</b>    | <b>582.82</b>    | <b>180.99</b>    |
|           | Less: Minority interest                             |             | (5.07)                       | (83.01)           | (359.76)         | (360.21)         | (11.61)          |
|           | <b>Profit/(Loss) after minority interest</b>        |             | <b>577.49</b>                | <b>(1,548.73)</b> | <b>599.20</b>    | <b>943.03</b>    | <b>192.61</b>    |
|           | <b>Earning per equity share in Rs.:</b>             |             |                              |                   |                  |                  |                  |
|           | (1) Basic   |             | 5.77                         | (15.49)           | 5.99             | 9.43             | 1.93             |
|           | (2) Diluted   |             | 5.77                         | (15.49)           | 5.99             | 9.43             | 1.93             |





### ANNEXURE – III: RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. In Lakhs)

| Particulars   | For The Year Ended March 31, |                   |                 |                 |                 |
|---|------------------------------|-------------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016              | 2015            | 2014            | 2013            |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Profit/ (Loss) before tax   | 527.26                       | (1,594.51)        | 423.70          | 765.02          | 419.91          |
| Adjustments for:  |                              |                   |                 |                 |                 |
| Depreciation  | 104.25                       | 146.22            | 214.78          | 144.40          | 120.79          |
| Finance Expense   | 395.15                       | 394.89            | 321.69          | 286.79          | 190.02          |
| Bad Debts written off   | (0.39)                       | 0.14              | 1.00            | 100.11          | 0.77            |
| Interest/ Other Income Received                                     | (35.56)                      | (117.69)          | (63.38)         | (42.74)         | (13.67)         |
| Profit/(Loss) on Sale of Fixed Assets                               | -                            | (0.02)            | -               | -               | (3.78)          |
| <b>Operating profit before working capital changes</b>              | <b>990.72</b>                | <b>(1,170.98)</b> | <b>897.79</b>   | <b>1,253.58</b> | <b>714.04</b>   |
| Movements in working capital:                                       |                              |                   |                 |                 |                 |
| (Increase)/ Decrease in Inventories                                 | -                            | -                 | -               | -               | -               |
| (Increase)/Decrease in Trade Receivables                            | (417.16)                     | 1,502.38          | (709.65)        | (595.72)        | (841.93)        |
| (Increase)/Decrease in Other Current Assets                         | 41.68                        | (11.94)           | (16.72)         | (9.98)          | (10.45)         |
| (Increase)/Decrease in Loans & Advances                             | (110.39)                     | 15.02             | (145.44)        | (5.79)          | (456.14)        |
| Increase/(Decrease) in Trade Payables and Other Current Liabilities | (1,512.57)                   | 209.82            | 1,152.40        | 421.52          | 538.37          |
| <b>Cash generated from operations</b>                               | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>1,178.38</b> | <b>1,063.62</b> | <b>(56.11)</b>  |
| CSR Expenses  | -                            | -                 | -               | -               | -               |
| Income tax paid during the year                                     | -                            | -                 | 202.82          | 293.08          | 115.00          |
| <b>Net cash from operating activities (A)</b>                       | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>975.56</b>   | <b>770.54</b>   | <b>(171.11)</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Purchase of Fixed Assets  | (21.01)                      | (14.38)           | (38.99)         | (84.72)         | (353.46)        |
| Purchase of Long Term Investments                                   | 3.02                         | -                 | -               | -               | -               |
| Purchase of Current Investments                                     | -                            | -                 | -               | -               | -               |
| Sale of Fixed Assets  | -                            | -                 | -               | -               | 24.40           |
| Sale of Current Investments   | -                            | -                 | -               | -               | -               |
| Long Term Loans & Advances  | 6.03                         | 46.13             | (3.20)          | (17.73)         | -               |
| Interest Received / Other Income                                    | 35.56                        | 117.69            | 63.38           | 42.74           | 13.67           |
| <b>Net cash from investing activities (B)</b>                       | <b>23.60</b>                 | <b>149.44</b>     | <b>21.19</b>    | <b>(59.70)</b>  | <b>(315.39)</b> |
| Proceeds from issue of share capital/application money              | -                            | -                 | -               | -               | -               |
| Interest paid on borrowings   | (395.15)                     | (394.89)          | (321.69)        | (286.79)        | (190.02)        |
| Proceeds/(Repayment) of Borrowings                                  | 477.14                       | (78.48)           | (21.12)         | 52.57           | 720.99          |
| Proceeds/ (Repayment) of Unsecured                                  | 18.63                        | (56.41)           | (90.97)         | (411.42)        | 51.49           |



|   |               |                 |                 |                 |               |
|---|---------------|-----------------|-----------------|-----------------|---------------|
| Loans   |               |                 |                 |                 |               |
| <b>Net cash from financing activities (C)</b>                 | <b>100.63</b> | <b>(529.78)</b> | <b>(433.78)</b> | <b>(645.64)</b> | <b>582.46</b> |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>      | (883.48)      | 163.96          | 562.96          | 65.19           | 95.96         |
| <b>Cash and cash equivalents at the beginning of the year</b> | 1,072.22      | 908.26          | 345.30          | 280.11          | 184.15        |
| <b>Cash and cash equivalents at the end of the year</b>       | <b>188.75</b> | <b>1,072.22</b> | <b>908.26</b>   | <b>345.30</b>   | <b>280.11</b> |



## THE ISSUE

| Particulars                                  | Number of Equity Shares  |
|--|--|
| Equity Shares Offered                        | 37,80,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 45/- per Equity Share aggregating Rs.1701.00Lakhs.                                       |
| Fresh Issue Consisting of                    |  |
| Issue Reserved for Market Makers             | 1,92,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 45/-per Equity Share aggregating Rs. 86.40 Lakhs.   |
| Net Issue to the Public                      | 35,88,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 45/- per Equity Share aggregating Rs. 1614.60 Lakhs.                                     |
|  | of which:  |
|  | 17,94,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 45/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs |
|  | 17,94,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 45/- per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs |
| Equity Shares outstanding prior to the Issue | 1,05,26,000 Equity Shares  |
| Equity Shares outstanding after the Issue    | 1,43,06,000 Equity Shares  |
| Objects of the Issue                         | See the chapter titled “Objects of the Issue” on page 97 of this Draft Prospectus  |

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

- (a) Minimum fifty percent to retail individual investors; and
- (b) remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- (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 Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details please refer to chapter titled “Issue Structure” beginning on page 286 of this Draft Prospectus.



## GENERAL INFORMATION

Our Company was incorporated as Total Transport Systems Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated July 27, 1995, issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, the name of our Company was changed to Total Transport Systems Limited pursuant to conversion into a public company vide Shareholders' approval on March 23, 2017 and fresh certificate of incorporation dated April 24, 2017.

For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 140 of this Draft Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

#### TOTAL TRANSPORT SYSTEMS LIMITED

701-705, T-Square, Opp Chandivali Petrol Pump,

Sakinaka, Andheri (East),

Mumbai - 400072, Maharashtra.

**Tel:** +91 22 66441500

**Fax:** +91 22 66441585

**Email:** info@ttspl.in

**Website:** www.ttspl.in

**Registration Number:** 091063

**Corporate Identification Number:** U63090MH1995PLC091063

### REGISTRAR OF COMPANIES

#### REGISTRAR OF COMPANIES, MUMBAI, MAHARASHTRA

Registrar of Companies

Everest, 5<sup>th</sup> Floor

100, Marine Drive

Mumbai-400 002

**Website:** www.mca.gov.in

### DESIGNATED STOCK EXCHANGE

#### NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE)

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, "*Our History and Certain Other Corporate Matters*" beginning on page 140 of this Draft Prospectus.



## BOARD OF DIRECTORS OF OUR COMPANY

| Sr. No. | Name                           | Age | DIN      | Address   | Designation                                   |
|---------|--------------------------------|-----|----------|---|---|
| 1.      | Mr. Makarand Pradhan Prabhakar | 53  | 00102413 | 3A/1604, Dhiraj Dreams CHS Bldg No-3, LBS Marg, Bhandup (West), Mumbai 400078.                  | Managing Director                             |
| 2.      | Mr. Sanjiv Arvind Potnis       | 49  | 00102090 | 16 Ground Floor, Shantiniketan Society, Versova, Andheri (West), Mumbai 400061.                 | Executive Director                            |
| 3.      | Mr. Shrikant Damodar Nibandhe  | 52  | 01029115 | C-1303, 13th Floor, Shreeji Ville Almeda Road, Opp Nitin Co, Panchpakadi, Thane, Mumbai 400604. | Executive Director                            |
| 4.      | Ms. Leena Prasahant Salvi      | 45  | 07784529 | Bldg No 22, Flat No 1, JPM CHS LTD, Sant Ramdas Road, Mulund (East), Mumbai- 400081.            | Non-Executive Director                        |
| 5.      | Mr. Abhishek Ramesh Talwar     | 43  | 01059150 | G-8, Balkrishna C.H.S LTD, J.P .Road 7 Bunglow, D.N. Nagar, Andheri (West), Mumbai- 400053.     | Non-Executive Director & Independent Director |
| 6.      | Mr. Sunil Gajanan Kshirsagar   | 53  | 07781787 | 12A/11, Takshila Mahakali Caves Road, Andheri (East), Mumbai- 400093.                           | Non-Executive Director & Independent Director |

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 148 of this Draft Prospectus.

## COMPANY SECRETARY AND COMPLIANCE OFFICER

### **BHAVIK S TRIVEDI**

#### **TOTAL TRANSPORT SYSTEMS LIMITED**

701-705, T-Square, Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East),  
Mumbai – 400072, Maharashtra.

**Tel:** +91 22 66441500

**Fax:** +91 22 66441585

**Email:** bhavik.trivedi@mum.cpworldindia.com

#### **PRESENT RESIDENTIAL ADDRESS**

4, Parvati Apartment Rakhe Aali  
Opp. Water Vasai Gaon  
Thane 401201,  
Maharashtra.

**Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the LM to the Issue in case of any Pre-Issue or Post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account unblocking of amount in ASBA, etc.**

**All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.**



For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same

#### **CHIEF FINANCIAL OFFICER**

**SHRIKANT DAMODAR NIBANDHE**

**TOTAL TRANSPORT SYSTEMS LIMITED**

701-705, T-Square, Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East),  
Mumbai – 400072. Maharashtra.400604.

**Tel:** +91 22 66441500

**Fax:** +91 22 66441585

**Email:** shrikant.nibandhe@cpworldindia.com

**PRESENT RESIDENTIAL ADDRESS**

C-1303, 13<sup>th</sup> Floor, Shreeji Ville Almeda Road,  
Opp. Nitin Co, Panchpakadi, Thane Mumbai-  
Maharashtra.

#### **STATUTORY AUDITOR**

**A S N A J & Co.**

**Chartered Accountants**

A/5, 2nd Floor,  
Vimal Udyog Bhavan, Near Starcity,  
Manorama Nagarkar Marg,  
Matunga (West),  
Mumbai – 400016.

**Tel:** +9122 24301528/ 24301548

**E-mail:** najoshi@asnaj.com

**Contact Person:** Mr. Nitin A. Joshi

**Firm Registration No.:** 119730W

**Membership No.:** 45451

#### **PEER REVIEW AUDITOR**

**RPMD & ASSOCIATES**

**Chartered Accountants**

AB-17, 1<sup>st</sup> Floor, Shalimar Bagh,  
New Delhi - 110088

**Tel:** +911127472042

**Mobile:** +919811613999

**E-mail:** info@rpmd.in

**Contact Person:** Mr. Rahul Jain

**Firm Registration No.:** 005961C

**Membership No.:** 518352



## **LEAD MANAGER**

### **SARTHI CAPITAL ADVISORS PRIVATE LIMITED**

159/11, Amar Brass Compound  
Vidya Nagari Marg, Kalina  
Santacruz (E), Mumbai – 400 098

**Tel:** (022) 26528671/72

**Fax:** (022) 26528673

**Contact Person:** Mr. Deepak Sharma.

**Email:** ipo@sarthiwm.in

**SEBI Registration No.:** INM000012011

Unit No. 411, 4<sup>th</sup> Floor, PratapBhawan,  
5, Bahadurshah Zafar Marg,  
New Delhi – 110002

**Tel:** (011) 23739424/25/26/27

**Fax:** (011) 23739424

**Contact Person:** Mr. Anand Lakhota

## **REGISTRAR TO THE ISSUE**

### **BIGSHARE SERVICES PRIVATE LIMITED**

E2, Ansa Industrial Estate,  
Sakivihar Road, Sakinaka,  
Andheri East, Mumbai – 400072.

**Tel:** +9122 40430200

**Fax:** +91 22 28475207

**E-mail:** ipo@bigshareonline.com

**Contact Person:** Mr. Ashok Shetty

**SEBI Registration No.:** INR000001385

## **LEGAL ADVISOR TO THE ISSUE**

### **SHERBIR PANAG**

Law Offices of Panag & Babu,  
K 45, South Extension Part 2,  
New Delhi – 110049.

**Tel:** +011- 4100 8156

**E-mail:** shebir@pblawoffices.com

**Contact Person:** Mr. Sherbir Panag

## **BANKERS TO THE COMPANY\***

### **BANK OF INDIA**

[ADDRESS]

**Tel:** [ ● ]

**Fax:** [ ● ]

**Email:** [ ● ]

**Contact Person:** [ ● ]

**\*We have applied for NOC for the public issue and consent to act as banker to the Company from the above Bank; however, we are yet to receive the same.**



## **BANKER TO THE ISSUE/ PUBLIC ISSUE BANK**

*[Will be finalized before filing of Final Prospectus]*

*[ADDRESS]*

**Tel:** [ ● ]

**Fax:** [ ● ]

**Email:** [ ● ]

**Contact Person:** [ ● ]

**SEBI Registration No.:** [ ● ]

## **REFUND BANKER**

*[Will be finalized before filing of Final Prospectus]*

*[ADDRESS]*

**Tel:** [ ● ]

**Fax:** [ ● ]

**Email:** [ ● ]

**Contact Person:** [ ● ]

**SEBI Registration No.:** [ ● ]

## **SELF CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

## **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. 50,000 Lakhs. Since the Issue size is only of Rs. 1701.00 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the Audit Committee of our Company, would be monitoring the utilization of proceeds of the Issue.

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

Since Sarthi Capital Advisors Pvt. Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

## **EXPERT OPINION**

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





## DEBENTURE TRUSTEE

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

## UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated April 25, 2017, pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

| Name and Address of the Underwriters  | Indicative Number of Equity shares to be Underwritten | Amount Underwritten (Rupees In Lakhs) | % of the Total Issue Size Underwritten |
|---|---|---------------------------------------|--|
| <b>Sarathi Capital Advisors Private Limited</b><br>159/11, Amar Brass Compound,<br>Vidya Nagari Marg, Kalina,<br>Santacruz (E), Mumbai - 400098<br><b>Tel:</b> (022) 26528671/72<br><b>Fax:</b> (022) 26528673<br><b>Email:</b> ipo@sarthiwm.in<br><b>Contact Person:</b> Mr. Deepak Sharma<br><b>SEBI Registration No.:</b> INM000012011 | 37,80,000   | 1701.00                               | 100.00                                 |
| <b>Total</b>  | <b>37,80,000</b>                                      | <b>1701.00</b>                        | <b>100.00</b>                          |

In the opinion of the Board of Directors of the Company, the resources of the abovementioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, our Company shall not pay any underwriting commission, as it forms part of the compensation scheme worked out in the Issue Agreement.

## DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated April 25, 2017 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:

### CHOICE EQUITY BROKING PRIVATE LIMITED

Shree Shakambhari Corporate Park,  
156-158, Chakravati Ashok Society,  
J.B. Nagar, Andheri (E), Mumbai – 400099

**Tel:** + 91 22 67079810

**Fax:** + 91 22 67079898

**E-mail:** sme@choiceindia.com

**Contact Person:** Mr. Premkumar Harikrishnan

**SEBI Registration No.:** INB231377335



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

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by the 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. 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 offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
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 1,92,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,92,000 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, the concerned stock exchange 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 a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Choice Equity Broking Private Limited is acting as the sole Market Maker.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. 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.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but



prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

11. Emergence of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
12. Emergence of NSE 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(s) 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.

13. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.



## CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Prospectus before and after the issue is set forth below:

(Rs. In Lakhs except share data)

| Sr. No   | Particulars  | Aggregate Value |             |
|----------|--|-----------------|-------------|
|          |  | Face Value      | Issue Price |
| <b>A</b> | <b>AUTHORISED SHARE CAPITAL</b>  |                 |             |
|          | 1,50,00,000 Equity Shares of face value of Rs. 10/- each   | 1500.00         |             |
| <b>B</b> | <b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>  |                 |             |
|          | 1,05,26,000 fully paid-up Equity Shares of face value of Rs. 10/- each   | 1052.60         |             |
| <b>C</b> | <b>PRESENT ISSUE IN TERMS OF DRAFT PROSPECTUS*</b>   |                 |             |
|          | 37,80,000 Equity Shares of face value of Rs. 10/- each   | 378.00          | 1701.00     |
|          | Which comprises of   |                 |             |
|          | 1,92,000 Equity Shares of face value of Rs.10/- each at a premium of Rs.35/- per Equity Share reserved as Market Maker Portion                                     | 19.20           | 86.40       |
|          | Net Issue to Public of 35,88,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 35/-per Equity Share to the Public                               | 358.80          | 1614.60     |
|          | Of which   |                 |             |
|          | 17,94,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 35/- per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs | 179.40          | 807.30      |
|          | 17,94,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 35/- per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs | 179.40          | 807.30      |
| <b>D</b> | <b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>  |                 |             |
|          | 1,43,06,000 Equity Shares of face value of Rs. 10 each   | 1430.60         |             |



|          |                                   |         |
|----------|-----------------------------------|---------|
| <b>E</b> | <b>SECURITIES PREMIUM ACCOUNT</b> |         |
|          | Before the Issue                  | 184.10  |
|          | After the Issue                   | 1507.10 |

*\*The Issue has been authorized pursuant to a resolution of our Board dated March 22, 2017 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on March 23, 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 Draft Prospectus.

### **NOTES TO THE CAPITAL STRUCTURE:**

History of change in authorized Equity Share capital of Our Company

- The Initial Authorized Share Capital of Rs. 5,00,000/- (Rupees Five Lakh only) consisting of 50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 1,00,00,000/- (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated October 27, 2009.
- The Authorized Capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.3,00,00,000/- (Rupees Three Crore only) consisting of 30,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated July 24, 2014.
- The Authorized Capital of Rs. 3,00,00,000 (Rupees Three Crore only) consisting of 30,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.5,00,00,000/- (Rupees Five Crore only) consisting of 50,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated October 29, 2014.
- The Authorized Capital of Rs. 5,00,00,000 (Rupees Five Crore only) consisting of 50,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.14,00,00,000/- (Rupees Fourteen Crore only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated March 23, 2017.
- The Authorized Capital of Rs. 14,00,00,000 (Rupees Fourteen Crore only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.15,00,00,000/- (Rupees Fifteen Crore only) consisting of 1,50,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated April 28, 2017.

#### **1. Equity Share Capital History:**

| <b>Date of Allotment</b> | <b>No. of Shares Allotted</b> | <b>Face Value</b> | <b>Issue Price</b> | <b>Nature of Allotment</b>         | <b>Nature of Consideration</b> | <b>Cumulative No. of Shares</b> | <b>Cumulative Paid-up Capital</b> |
|--------------------------|-------------------------------|-------------------|--------------------|------------------------------------|--------------------------------|---------------------------------|-----------------------------------|
| On Incorporation         | 4,000                         | 10                | 10                 | Subscription to MOA <sup>(1)</sup> | Cash                           | 4,000                           | 40,000                            |
| March 28,                | 6,000                         | 10                | 10                 | Rights Issue <sup>(2)</sup>        | Cash                           | 10,000                          | 1,00,000                          |



|                    |           |    |     |                                       |                               |             |              |
|--------------------|-----------|----|-----|---------------------------------------|-------------------------------|-------------|--------------|
| 2002               |           |    |     |                                       |                               |             |              |
| March 16, 2009     | 40,000    | 10 | Nil | Bonus Issue <sup>(3)</sup>            | Consideration Other than Cash | 50,000      | 5,00,000     |
| December 21, 2009  | 4,50,000  | 10 | Nil | Bonus Issue <sup>(4)</sup>            | Consideration Other than Cash | 5,00,000    | 50,00,000    |
| September 18, 2014 | 20,00,000 | 10 | Nil | Bonus Issue <sup>(5)</sup>            | Consideration Other than Cash | 25,00,000   | 2,50,00,000  |
| January 19, 2015   | 5,00,000  | 10 | Nil | Bonus Issue <sup>(6)</sup>            | Consideration Other than Cash | 30,00,000   | 3,00,00,000  |
| March 30, 2015     | 20,00,000 | 10 | Nil | Bonus Issue <sup>(7)</sup>            | Consideration Other than Cash | 50,00,000   | 5,00,00,000  |
| May 02, 2017       | 50,00,000 | 10 | Nil | Bonus Issue <sup>(8)</sup>            | Consideration Other than Cash | 1,00,00,000 | 10,00,00,000 |
| May 19, 2017       | 5,26,000  | 10 | 45  | Preferential Allotment <sup>(9)</sup> | Cash                          | 1,05,26,000 | 10,52,60,000 |

<sup>(1)</sup> Initial Subscribers to Memorandum of Association hold 4,000 Equity Shares each of face value of Rs. 10/- fully paid-up as per the details given below:

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 1,000                  |
| 2.     | Mr. Makarand Pradhan Prabhakar | 1,000                  |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 1,000                  |
| 4.     | Mr. Prashant Ramkrishna Salvi  | 1,000                  |
|        | <b>Total</b>                   | <b>4,000</b>           |

<sup>(2)</sup> The Company allotted 6,000 Equity Shares as rights issue of face value of Rs. 10/- each in the ratio of 15(Fifteen) equity share for every 10 (Ten) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 1,500                  |
| 2.     | Mr. Makarand Pradhan Prabhakar | 1,500                  |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 1,500                  |
| 4.     | Mr. Prashant Ramkrishna Salvi  | 1,500                  |
|        | <b>Total</b>                   | <b>6,000</b>           |



- (3) The Company further allotted 40,000 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 4 (Four) Equity Shares for every 1 (One) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 10,000                 |
| 2.     | Mr. Makarand Pradhan Prabhakar | 10,000                 |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 10,000                 |
| 4.     | Mr. Prashant Ramkrishna Salvi  | 10,000                 |
|        | <b>Total</b>                   | <b>40,000</b>          |

- (4) The Company further allotted 4,50,000 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 9 (Nine) Equity Shares for every 1 (One) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 1,12,500               |
| 2.     | Mr. Makarand Pradhan Prabhakar | 1,12,500               |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 1,12,500               |
| 4.     | Mr. Prashant Ramkrishna Salvi  | 1,12,500               |
|        | <b>Total</b>                   | <b>4,50,000</b>        |

- (5) The Company further allotted 20,00,000 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 4 (Four) Equity Shares for every 1 (One) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 5,00,000               |
| 2.     | Mr. Makarand Pradhan Prabhakar | 5,00,000               |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 5,00,000               |
| 4.     | Ms. Leena Prashant Salvi*      | 5,00,000               |
|        | <b>Total</b>                   | <b>20,00,000</b>       |

*\*Ms. Leena Prashant Salvi is wife of our Late Promoter Mr. Prashant Ramkrishna Salvi. The shares held in name of Mr. Prashant Ramkrishna Salvi were transmitted to her on his death.*

- (6) The Company further allotted 5,00,000 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 1 (One) Equity Shares for every 5 (Five) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 1,25,000               |
| 2.     | Mr. Makarand Pradhan Prabhakar | 1,25,000               |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 1,25,000               |
| 4.     | Ms. Leena Prashant Salvi       | 1,25,000               |
|        | <b>Total</b>                   | <b>5,00,000</b>        |



- (7) The Company further allotted 20,00,000\* Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 2 (Two) Equity Shares for every 3 (Three) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 5,00,000               |
| 2.     | Mr. Makarand Pradhan Prabhakar | 5,00,000               |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 5,00,000               |
| 4.     | Ms. Leena Prashant Salvi       | 5,00,000               |
|        | <b>Total</b>                   | <b>20,00,000</b>       |

\* Return of Allotment in Form PAS-3 for Allotment of Bonus Shares in 2014-15 was not filed

- (8) The Company further allotted 50,00,000 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 1 (One) Equity Share for every 1 (One) Equity Share as per the details given below.

| Sr. No | Name of Person                 | No. of Shares Allotted |
|--------|--------------------------------|------------------------|
| 1.     | Mr. Sanjiv Arvind Potnis       | 12,49,000              |
| 2.     | Mr. Makarand Pradhan Prabhakar | 12,49,000              |
| 3.     | Mr. Shrikant Damodar Nibandhe  | 6,25,000               |
| 4.     | Ms. Leena Prashant Salvi       | 12,50,000              |
| 5.     | Ms. Simran Sanjiv Potnis       | 1,000                  |
| 6.     | Ms. Sneha Shrikant Nibandhe    | 6,25,000               |
| 7.     | Ms. Vrinda Makarand Pradhan    | 1,000                  |
|        | <b>Total</b>                   | <b>50,00,000</b>       |

- (9) The Company further allotted 5,26,000 Equity Shares as Preferential Allotment of face value of Rs. 10/- at a price of Rs. 45/- per share as per the details given below.

| Sr. No | Name of Person              | No. of Shares Allotted |
|--------|-----------------------------|------------------------|
| 1.     | Mr. Mukul Mahavir Agrawal   | 5,00,000               |
| 2.     | Mr. Vijay Ramvallabh Khetan | 26,000                 |
|        | <b>Total</b>                | <b>5,26,000</b>        |

2. (a) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value(Rs.) | Issue Price(Rs.) | Nature of Consideration | Reasons for allotment | Allottees                | No. of Shares Allotted |
|--------------------------------|-------------------------|-----------------|------------------|-------------------------|-----------------------|--------------------------|------------------------|
| March 16, 2009                 | 40,000                  | 10              | Nil              | Other than cash         | Bonus issue of        | Mr. Sanjiv Arvind Potnis | 10,000                 |





|  |  |  |  |  |                                   |                                |               |
|--|--|--|--|--|-----------------------------------|--------------------------------|---------------|
|  |  |  |  |  | Equity Shares in the Ratio of 4:1 | Mr. Makarand Pradhan Prabhakar | 10,000        |
|  |  |  |  |  |                                   | Mr. Shrikant Damodar Nibandhe  | 10,000        |
|  |  |  |  |  |                                   | Mr. Prashant Ramkishna Salvi   | 10,000        |
|  |  |  |  |  |                                   | <b>Total</b>                   | <b>40,000</b> |

(b) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value(Rs.) | Issue Price(Rs.) | Nature of Consideration | Reasons for allotment                            | Allottees                      | No. of Shares Allotted |
|--------------------------------|-------------------------|-----------------|------------------|-------------------------|--|--------------------------------|------------------------|
| October 27, 2009               | 4,50,000                | 10              | Nil              | Other than cash         | Bonus issue of Equity Shares in the Ratio of 9:1 | Mr. Sanjiv Arvind Potnis       | 1,12,500               |
|                                |                         |                 |                  |                         |  | Mr. Makarand Pradhan Prabhakar | 1,12,500               |
|                                |                         |                 |                  |                         |  | Mr. Shrikant Damodar Nibandhe  | 1,12,500               |
|                                |                         |                 |                  |                         |  | Mr. Prashant Ramkishna Salvi   | 1,12,500               |
|                                |                         |                 |                  |                         |  | <b>Total</b>                   | <b>4,50,000</b>        |

(c) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value(Rs.) | Issue Price (Rs.) | Nature of Consideration | Reasons for allotment                            | Allottees                      | No. of Shares Allotted |
|--------------------------------|-------------------------|-----------------|-------------------|-------------------------|--|--------------------------------|------------------------|
| July 24, 2014                  | 20,00,000               | 10              | Nil               | Other than cash         | Bonus issue of Equity Shares in the Ratio of 4:1 | Mr. Sanjiv Arvind Potnis       | 5,00,000               |
|                                |                         |                 |                   |                         |  | Mr. Makarand Pradhan Prabhakar | 5,00,000               |
|                                |                         |                 |                   |                         |  | Mr. Shrikant Damodar Nibandhe  | 5,00,000               |
|                                |                         |                 |                   |                         |  | Ms. Leena Prashant Salvi       | 5,00,000               |



|  |  |  |  |  |  |              |                  |
|--|--|--|--|--|--|--------------|------------------|
|  |  |  |  |  |  | <b>Total</b> | <b>20,00,000</b> |
|--|--|--|--|--|--|--------------|------------------|

(d) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value (Rs.) | Issue Price (Rs.) | Nature of Consideration | Reasons for allotment                            | Allottees                      | No. of Shares Allotted |
|--------------------------------|-------------------------|------------------|-------------------|-------------------------|--|--------------------------------|------------------------|
| October 29, 2014               | 5,00,000                | 10               | Nil               | Other than cash         | Bonus issue of Equity Shares in the Ratio of 1:5 | Mr. Sanjiv Arvind Potnis       | 1,25,000               |
|                                |                         |                  |                   |                         |  | Mr. Makarand Pradhan Prabhakar | 1,25,000               |
|                                |                         |                  |                   |                         |  | Mr. Shrikant Damodar Nibandhe  | 1,25,000               |
|                                |                         |                  |                   |                         |  | Ms. Leena Prashant Salvi       | 1,25,000               |
|                                |                         |                  |                   |                         |  | <b>Total</b>                   | <b>5,00,000</b>        |

(e) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value (Rs.) | Issue Price (Rs.) | Nature of Consideration | Reasons for allotment                            | Allottees                      | No. of Shares Allotted |
|--------------------------------|-------------------------|------------------|-------------------|-------------------------|--|--------------------------------|------------------------|
| March 26, 2015                 | 20,00,000               | 10               | Nil               | Other than cash         | Bonus issue of Equity Shares in the Ratio of 2:3 | Mr. Sanjiv Arvind Potnis       | 5,00,000               |
|                                |                         |                  |                   |                         |  | Mr. Makarand Pradhan Prabhakar | 5,00,000               |
|                                |                         |                  |                   |                         |  | Mr. Shrikant Damodar Nibandhe  | 5,00,000               |
|                                |                         |                  |                   |                         |  | Mr. Leena Prashant Salvi       | 5,00,000               |
|                                |                         |                  |                   |                         |  | <b>Total</b>                   | <b>20,00,000</b>       |

(f) Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares).

| Date of shareholder's approval | Number of Equity Shares | Face value (Rs.) | Issue Price (Rs.) | Nature of Consideration | Reasons for allotment                        | Allottees                      | No. of Shares Allotted |
|--------------------------------|-------------------------|------------------|-------------------|-------------------------|--|--------------------------------|------------------------|
| April 28, 2017                 | 50,00,000               | 10               | Nil               | Other than cash         | Bonus issue of Equity Shares in the Ratio of | Mr. Sanjiv Arvind Potnis       | 12,49,000              |
|                                |                         |                  |                   |                         |  | Mr. Makarand Pradhan Prabhakar | 12,49,000              |
|                                |                         |                  |                   |                         |  | Mr. Shrikant Damodar Nibandhe  | 6,25,000               |



|  |  |  |  |  |     |                              |                  |
|--|--|--|--|--|-----|------------------------------|------------------|
|  |  |  |  |  | 1:1 | Ms. Leena Prashant Salvi     | 12,50,000        |
|  |  |  |  |  |     | Ms. Simran Sanjiv Potnis     | 1,000            |
|  |  |  |  |  |     | Ms. Sneha Shrikant Nibandhe  | 6,25,000         |
|  |  |  |  |  |     | Ms. Vrinda Prabhakar Pradhan | 1,000            |
|  |  |  |  |  |     | <b>Total</b>                 | <b>50,00,000</b> |

No benefits have accrued to the Company out the above issuances.

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act 1956 and Section 230-232 of the Companies Act 2013.
4. We have not issued any equity shares in last one year at price below Issue Price.
5. Details of shareholding of promoters.

**A. Makarand Pradhan Prabhakar**

| Date of Allotment/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.) | Nature of Transactions | Pre-issue shareholding % | Post-issue shareholding % | No. of Shares Pledged | % of Shares Pledged |
|-----------------------------|----------------------|----------------------------|--|------------------------|--------------------------|---------------------------|-----------------------|---------------------|
| On Incorporation            | 1,000                | 10                         | 10   | Subscription to MOA    | 0.01                     | 0.01                      | 0                     | 0.00%               |
| March 28, 2002              | 1,500                | 10                         | 10   | Rights Issue           | 0.01                     | 0.01                      | 0                     | 0.00%               |
| March 16, 2009              | 10,000               | 10                         | Nil  | Bonus Issue            | 0.10                     | 0.07                      | 0                     | 0.00%               |
| December 21, 2009           | 1,12,500             | 10                         | Nil  | Bonus Issue            | 1.07                     | 0.79                      | 0                     | 0.00%               |
| September 18, 2014          | 5,00,000             | 10                         | Nil  | Bonus Issue            | 4.75                     | 3.50                      | 0                     | 0.00%               |
| January 19, 2015            | 1,25,000             | 10                         | Nil  | Bonus Issue            | 1.19                     | 0.87                      | 0                     | 0.00%               |
| March 30, 2015              | 5,00,000             | 10                         | Nil  | Bonus Issue            | 4.75                     | 3.50                      | 0                     | 0.00%               |
| March 20, 2017              | (1,000)              | 10                         | 10   | Transfer               | (0.01)                   | (0.01)                    | 0                     | 0.00%               |
| May 02, 2017                | 12,49,000            | 10                         | Nil  | Bonus Issue            | 11.87                    | 8.73                      | 0                     | 0.00%               |
| May 29, 2017                | (6,000)              | 10                         | 45   | Transfer               | (0.06)                   | (0.04)                    | 0                     | 0.00%               |
| <b>Total</b>                | <b>24,92,000</b>     |                            |  |                        | <b>23.67</b>             | <b>17.42</b>              | <b>0</b>              | <b>0.00%</b>        |



**B. Mr. Sanjiv Arvind Potnis**

| Date of Allotment/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.) | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % | No. of Shares Pledged | % of Shares Pledged |
|-----------------------------|----------------------|----------------------------|--|------------------------|--------------------------|----------------------------|-----------------------|---------------------|
| On Incorporation            | 1,000                | 10                         | 10   | Subscription to MOA    | 0.01                     | 0.01                       | 0                     | 0.00%               |
| March 28, 2002              | 1,500                | 10                         | 10   | Rights Issue           | 0.01                     | 0.01                       | 0                     | 0.00%               |
| March 16, 2009              | 10,000               | 10                         | Nil  | Bonus Issue            | 0.10                     | 0.07                       | 0                     | 0.00%               |
| December 21, 2009           | 1,12,500             | 10                         | Nil  | Bonus Issue            | 1.07                     | 0.79                       | 0                     | 0.00%               |
| September 18, 2014          | 5,00,000             | 10                         | Nil  | Bonus Issue            | 4.75                     | 3.50                       | 0                     | 0.00%               |
| January 19, 2015            | 1,25,000             | 10                         | Nil  | Bonus Issue            | 1.19                     | 0.87                       | 0                     | 0.00%               |
| March 30, 2015              | 5,00,000             | 10                         | Nil  | Bonus Issue            | 4.75                     | 3.50                       | 0                     | 0.00%               |
| March 20, 2017              | (1,000)              | 10                         | 10   | Transfer               | (0.01)                   | (0.01)                     | 0                     | 0.00%               |
| May 02, 2017                | 12,49,000            | 10                         | Nil  | Bonus Issue            | 11.87                    | 8.73                       | 0                     | 0.00%               |
| May 29, 2017                | (6,000)              | 10                         | 45   | Transfer               | (0.06)                   | (0.04)                     | 0                     | 0.00%               |
| <b>Total</b>                | <b>24,92,000</b>     |                            |  |                        | <b>23.67</b>             | <b>17.42</b>               | <b>0</b>              | <b>0.00%</b>        |

**C. Mr. Shrikant Damodar Nibandhe**

| Date of Allotment/ Transfer | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.) | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % | No. of Shares Pledged | % of Shares Pledged |
|-----------------------------|----------------------|----------------------------|--|------------------------|--------------------------|----------------------------|-----------------------|---------------------|
| On Incorporation            | 1,000                | 10                         | 10   | Subscription to MOA    | 0.01                     | 0.01                       | 0                     | 0.00%               |
| March 28, 2002              | 1,500                | 10                         | 10   | Rights Issue           | 0.01                     | 0.01                       | 0                     | 0.00%               |
| March 16, 2009              | 10,000               | 10                         | Nil  | Bonus Issue            | 0.10                     | 0.07                       | 0                     | 0.00%               |
| December 21, 2009           | 1,12,500             | 10                         | Nil  | Bonus Issue            | 1.07                     | 0.79                       | 0                     | 0.00%               |



|                    |                  |    |     |                  |              |             |          |              |
|--------------------|------------------|----|-----|------------------|--------------|-------------|----------|--------------|
| September 18, 2014 | 5,00,000         | 10 | Nil | Bonus Issue      | 4.75         | 3.50        | 0        | 0.00%        |
| January 19, 2015   | 1,25,000         | 10 | Nil | Bonus Issue      | 1.19         | 0.87        | 0        | 0.00%        |
| March 30, 2015     | 5,00,000         | 10 | Nil | Bonus Issue      | 4.75         | 3.50        | 0        | 0.00%        |
| March 20, 2017     | (6,25,000)       | 10 | Nil | Transfer by gift | (5.94)       | (4.37)      | 0        | 0.00%        |
| May 02, 2017       | 6,25,000         | 10 | Nil | Bonus Issue      | 5.94         | 4.37        | 0        | 0.00%        |
| May 29, 2017       | (6,000)          | 10 | 45  | Transfer         | (0.06)       | (0.04)      | 0        | 0.00%        |
| <b>Total</b>       | <b>12,44,000</b> |    |     |                  | <b>11.82</b> | <b>8.70</b> | <b>0</b> | <b>0.00%</b> |

6. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months except as follows:

| Sr. No | Name of Transferor              | Name of Transferee             | Date of Transfer | No. of Shares | Transfer Price (in Rs.) |
|--------|---------------------------------|--------------------------------|------------------|---------------|-------------------------|
| 1.     | *Mr. Sanjiv Arvind Potnis       | Ms. Simran Sanjiv Potnis       | March 20, 2017   | 1,000         | 10.00                   |
| 2.     | *Mr. Makarand Pradhan Prabhakar | Ms. Vrinda Makarand Pradhan    | March 20, 2017   | 1,000         | 10.00                   |
| 3.     | **Mr. Shrikant Damodar Nibandhe | Ms. Sneha Shrikant Nibandhe    | March 20, 2017   | 6,25,000      | Nil                     |
| 4.     | Mr. Makarand Pradhan Prabhakar  | Mr. Manoj Shyam Sunder Agarwal | May 29, 2017     | 6,000         | 45.00                   |
| 5.     | Mr. Sanjiv Arvind Potnis        | Mr. Manoj Shyam Sunder Agarwal | May 29, 2017     | 6,000         | 45.00                   |
| 6.     | Mr. Shrikant Damodar Nibandhe   | Mr. Manoj Shyam Sunder Agarwal | May 29, 2017     | 6,000         | 45.00                   |
| 7.     | Ms. Leena Prashant Salvi        | Mr. Manoj Shyam Sunder Agarwal | May 29, 2017     | 6,000         | 45.00                   |

*\*The above shares were transferred to comply with the provision of the Companies Act, 2013 for minimum shareholders in a public company.*

*\*\*The shares have been gifted by Mr. Shrikant Damodar Nibandhe to his wife Ms. Sneha Shrikant Nibandhe.*

7. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
8. 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 the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchanges.



9. Details of Promoter's Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations an aggregate of 20% of the post-issue capital held by our Promoters shall be 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 Promoter have granted consent to include such number of Equity Shares held by them as may constitute 20.12% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Prospectus until the completion of the lock-in period specified above.

| Date of allotment                     | Date when made fully paid-up | No. of Shares Allotted | Face Value | Issue Price | Nature of Allotment | % of Post Issue Capital |
|---------------------------------------|------------------------------|------------------------|------------|-------------|---------------------|-------------------------|
| <b>Mr. Makarand Pradhan Prabhakar</b> |                              |                        |            |             |                     |                         |
| March 30, 2015                        | March 30, 2015               | 1,90,800               | 10         | Nil         | Bonus Share         | 1.33                    |
| May 02, 2017                          | May 02, 2017                 | 12,49,000              | 10         | Nil         | Bonus Share         | 8.73                    |
| <b>Total</b>                          |                              | <b>14,39,800</b>       |            |             |                     | <b>10.06</b>            |
| <b>Mr. Sanjiv Arvind Potnis</b>       |                              |                        |            |             |                     |                         |
| March 30, 2015                        | March 30, 2015               | 1,90,800               | 10         | Nil         | Bonus Share         | 1.33                    |
| May 02, 2017                          | May 02, 2017                 | 12,49,000              | 10         | Nil         | Bonus Share         | 8.73                    |
| <b>Total</b>                          |                              | <b>14,39,800</b>       |            |             |                     | <b>10.06</b>            |

We further confirm that the aforesaid minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- The Equity Shares held by the Promoters and offered for minimum Promoters' Contribution are not subject to any pledge.
- Equity shares issued to our Promoter on conversion of partnership firm into limited company during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.



The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoters' Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new Promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

#### 10. Details of share capital locked in for one year

In addition to minimum 20% of the Post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.



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

### I. Summary of Shareholding Pattern

| Category Code | 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 percentage 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 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) |  |
|               |                         |                     |   |  |  |                        |   | Class X   | Class Y | Total     |                         |  |  |                              |                                 |  |                                 |  |
| I             | II                      | III                 | IV                                      | V  | VI   | VII=IV+V+VI            | VIII  | IX  |         |           |                         | X  | XI=VII+X   | XII                          |                                 | XIII   |                                 | XIV  |
| (A)           | Promoter and Promoter   | 6                   | 74,82,000                               | -  | -  | 74,82,000              | 71.08   | 74,82,000   | -       | 74,82,000 | 71.08                   | -  | 71.08  | 74,82,000                    | 71.08                           | -  | -                               | 74,82,000                                    |





|      |                                |           |                    |          |          |                    |               |                    |          |                    |               |          |               |                    |               |          |          |                    |
|------|--------------------------------|-----------|--------------------|----------|----------|--------------------|---------------|--------------------|----------|--------------------|---------------|----------|---------------|--------------------|---------------|----------|----------|--------------------|
|      | Group                          |           |                    |          |          |                    |               |                    |          |                    |               |          |               |                    |               |          |          |                    |
| (B)  | Public                         | 4         | 30,44,000          | -        | -        | 30,44,000          | 28.92         | 30,44,000          | -        | 30,44,000          | 28.92         | -        | 28.92         | 30,44,000          | 28.92         | -        | -        | 30,44,000          |
| (C)  | Non Promoter-Non Public        | -         | -                  | -        | -        | -                  | -             | -                  | -        | -                  | -             | -        | -             | -                  | -             | -        | -        | -                  |
| (C1) | Shares underlying DRs          | -         | -                  | -        | -        | -                  | -             | -                  | -        | -                  | -             | -        | -             | -                  | -             | -        | -        | -                  |
| (C2) | Shares held by Employee Trusts | -         | -                  | -        | -        | -                  | -             | -                  | -        | -                  | -             | -        | -             | -                  | -             | -        | -        | -                  |
|      | <b>Total</b>                   | <b>10</b> | <b>1,05,26,000</b> | <b>-</b> | <b>-</b> | <b>1,05,26,000</b> | <b>100.00</b> | <b>1,05,26,000</b> | <b>-</b> | <b>1,05,26,000</b> | <b>100.00</b> | <b>-</b> | <b>100.00</b> | <b>1,05,26,000</b> | <b>100.00</b> | <b>-</b> | <b>-</b> | <b>1,05,26,000</b> |

*\*As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.*

*\*\*Shall be locked-in on or before the date of allotment in this Issue.*



## II. Shareholding Pattern of Promoter and Promoter Group

|     | Category & name of shareholder<br>(I) | PAN<br>(II) | No. of shareholders<br>(III) | No. of fully paid-up equity shares held<br>(IV) | No. of Partly paid-up equity shares held<br>(V) | No. of shares underlying Depository Receipts<br>(VI) | Total nos. shares held<br>(VII)=<br>(IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br><br>As a % of (A+B+C2)<br>(VIII) | Number of Voting Rights held in each class of securities* |             |       |                         | No. of Shares Underlying Outstanding convertible securities (including Warrants)<br>(X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital)<br><br>As a % of (A+B+C2)<br>(XI)=(VII)+(X) | Number of locked in Shares** |                                 | Number of Shares pledged or otherwise encumbered |                                 | Number of 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. (c)  | As a % of total shares held (B) |  |
|     |                                       |             |                              |   |   |  |   |   | Classes : X   | Classes : Y | Total |                         |   |  |                              |                                 |  |                                 |  |
|     | (I)                                   | (II)        | (III)                        | (IV)  | (V)   | (VI)   | (VII)=<br>(IV)+(V)+(VI)                           | (VIII)  | (IX)  |             |       |                         | (X)   | (XI)=(VII)+(X)   | (XII)                        |                                 | (XIII)   |                                 | (XIV)  |
| (1) | Indian                                |             |                              |   |   |  |   |   |   |             |       |                         |   |  |                              |                                 |  |                                 |  |



|             |   |                    |   |                   |   |   |               |       |                   |   |                   |           |   |       |                   |           |   |   |               |
|-------------|---|--------------------|---|-------------------|---|---|---------------|-------|-------------------|---|-------------------|-----------|---|-------|-------------------|-----------|---|---|---------------|
| (<br>a<br>) | Individual/<br>Hindu<br>Undivided<br>Family | -                  | 6 | 74,8<br>2,00<br>0 | - | - | 74,82,0<br>00 | 71.08 | 74,8<br>2,00<br>0 | - | 74,8<br>2,00<br>0 | 71.0<br>8 | - | 71.08 | 74,8<br>2,00<br>0 | 71.<br>08 | - | - | 74,82,0<br>00 |
|             | Mr. Sanjiv<br>Arvind<br>Potnis              | AAHP<br>P6869<br>K | 1 | 24,9<br>2,00<br>0 | - | - | 24,92,0<br>00 | 23.67 | 24,9<br>2,00<br>0 | - | 24,9<br>2,00<br>0 | 23.6<br>7 | - | 23.67 | 24,9<br>2,00<br>0 | 23.<br>67 | - | - | 24,92,0<br>00 |
|             | Mr.<br>Makarand<br>Pradhan<br>Prabhakar     | AAJPP<br>8907C     | 1 | 24,9<br>2,00<br>0 | - | - | 24,92,0<br>00 | 23.67 | 24,9<br>2,00<br>0 | - | 24,9<br>2,00<br>0 | 23.6<br>7 | - | 23.67 | 24,9<br>2,00<br>0 | 23.<br>67 | - | - | 24,92,0<br>00 |
|             | Mr.<br>Shrikant<br>Damodar<br>Nibandhe      | AAEP<br>N2479<br>A | 1 | 12,4<br>4,00<br>0 | - | - | 12,44,0<br>00 | 11.82 | 12,4<br>4,00<br>0 | - | 12,4<br>4,00<br>0 | 11.8<br>2 | - | 11.82 | 12,4<br>4,00<br>0 | 11.<br>82 | - | - | 12,44,0<br>00 |
|             | Ms. Simran<br>Sanjiv<br>Potnis              | AAFP<br>P0649<br>D | 1 | 2,00<br>0         | - | - | 2,000         | 0.02  | 2,00<br>0         | - | 2,00<br>0         | 0.02      | - | 0.02  | 2,00<br>0         | 0.0<br>2  | - | - | 2,000         |
|             | Ms. Vrinda<br>Makarand<br>Pradhan           | AHRP<br>P8530<br>G | 1 | 2,00<br>0         | - | - | 2,000         | 0.02  | 2,00<br>0         | - | 2,00<br>0         | 0.02      | - | 0.02  | 2,00<br>0         | 0.0<br>2  | - | - | 2,000         |
|             | Ms.<br>SnehaShrik<br>antNibandh<br>e        | ADSP<br>N4344<br>B | 1 | 12,5<br>0,00<br>0 | - | - | 12,50,0<br>00 | 11.88 | 12,5<br>0,00<br>0 | - | 12,5<br>0,00<br>0 | 11.8<br>8 | - | 11.88 | 12,5<br>0,00<br>0 | 11.<br>88 | - | - | 12,50,0<br>00 |



|     |  |   |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |   |           |
|-----|--|---|---|-----------|---|---|-----------|-------|-----------|---|-----------|-------|---|-------|-----------|-------|---|---|-----------|
| (b) | Central Government/<br>State Government(s)                     | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - | -         |
| (c) | Financial Institutions<br>/Banks                               | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - | -         |
| (d) | Any other<br>(Body Corporate)                                  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - | -         |
|     | Sub-total<br>(A) (1)   | - | 6 | 74,82,000 | - | - | 74,82,000 | 71.08 | 74,82,000 | - | 74,82,000 | 71.08 | - | 71.08 | 74,82,000 | 71.08 | - | - | 74,82,000 |
| (2) | Foreign  |   |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |   |           |
| (a) | Individual<br>(Non-Resident Individual/<br>Foreign Individual) | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - | -         |



|     |   |   |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |   |           |
|-----|---|---|---|-----------|---|---|-----------|-------|-----------|---|-----------|-------|---|-------|-----------|-------|---|---|-----------|
| (b) | Government  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - |           |
| (c) | Institutions  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - |           |
| (d) | Foreign Portfolio Investor  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - |           |
| (f) | Any Other (specify)   | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - |           |
|     | Sub-Total (A) (2)   | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - |           |
|     | Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2) | - | 6 | 74,82,000 | - | - | 74,82,000 | 71.08 | 74,82,000 | - | 74,82,000 | 71.08 | - | 71.08 | 74,82,000 | 71.08 | - | - | 74,82,000 |

\*As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.

\*\*Shall be locked-in on or before the date of allotment in this Issue.



### III. Shareholding Pattern of the Public shareholder.

|       | Category & name of shareholder | PAN  | No. of share holder s | No. of fully paid-up equity shar es held | No . of Par tly pai d-up eq uit y sh ar es hel d | No. of shares under lying Depos itory Recei pts | Total nos. shares held | Share holdin g as a % of total no. of shares (calcul ated as per SCRR , 1957)<br><br>As a % of (A+B+ C2) | Number of Voting Rights held in each class of securities* |             |        |                            | No. of Share s Under lying Outst andin g conve rtible securi ties (inclu ding Warr ants) | Shareh olding, as a % assumi ng full convers ion of convert ible securiti es ( as a percent age of diluted share Capital )<br><br>As a % of (A+B+ C2) | Number of locked in Shares** |                                     | Numbe r of Shares pledge d or otherw ise encum bered |                                     | Numbe r of shares held in demate rialize d form |
|-------|--------------------------------|------|-----------------------|--|--|---|------------------------|--|---|-------------|--------|----------------------------|--|---|------------------------------|-------------------------------------|--|-------------------------------------|---|
|       |                                |      |                       |  |  |   |                        |  | No. of Voting Rights                                      |             |        | Tot al as a % of (A+ B+C ) |  |   | No. (a)                      | As a % of tot al sh ar es hel d (B) | N o . ( c )  | As a % of tot al sh ar es hel d (B) |   |
|       |                                |      |                       |  |  |   |                        |  | Clas s : X  | Cl as s : Y | Tota l |                            |  |   |                              |                                     |  |                                     |   |
|       | (I)                            | (II) | (III)                 | (IV)                                     | (V )   | (VI)  | (VII)=( IV)+( V)+(VI ) | (VIII)   | (IX)  |             |        |                            | (X)  | (XI)=( VII)+( X)  | (XII)                        |                                     | (XIII)   |                                     | (XIV)   |
| ( 1 ) | Institution s                  | -    | -                     | -  | -  | -   | -                      | -  | -   | -           | -      | -                          | -  | -   | -                            | -                                   | -  | -                                   |   |



|             |  |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|-------------|--|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (<br>a<br>) | Mutual<br>Funds                            | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>b<br>) | Venture<br>Capital<br>Funds                | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>c<br>) | Alternate<br>Investmen<br>t Funds          | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>d<br>) | Foreign<br>Venture<br>Capital<br>Investors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>e<br>) | Foreign<br>Portfolio<br>Investor           | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (f<br>)     | Financial<br>Institution<br>s/Banks        | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>g<br>) | Insurance<br>Companie<br>s                 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (<br>h<br>) | Provident<br>Funds/<br>Pension<br>Funds    | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |



|     |   |   |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |           |
|-----|---|---|---|-----------|---|---|-----------|-------|-----------|---|-----------|-------|---|-------|-----------|-------|---|-----------|
| (i) | Any other (specify)   | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | -         |
|     | Sub-Total (B)(1)  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | -         |
| (2) | Central Government/ State Government(s)/ President of India                 | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | -         |
|     | Sub-Total (B)(2)  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | -         |
| (3) | Non-Institutions  | - | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | -         |
|     | Individuals-  | - | 4 | 30,44,000 | - | - | 30,44,000 | 28.92 | 30,44,000 | - | 30,44,000 | 28.92 | - | 28.92 | 30,44,000 | 28.92 | - | 30,44,000 |
| (a) | i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs. |   |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |           |





|     |   |              |   |           |   |   |           |       |           |   |           |       |   |       |           |       |   |   |           |
|-----|---|--------------|---|-----------|---|---|-----------|-------|-----------|---|-----------|-------|---|-------|-----------|-------|---|---|-----------|
|     | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | -            | 4 | 30,44,000 | - | - | 30,44,000 | 28.92 | 30,44,000 | - | 30,44,000 | 28.92 | - | 28.92 | 30,44,000 | 28.92 | - | - | 30,44,000 |
|     | Ms. Leena Prashant Salvi  | AJXPS 5684G  | 1 | 24,94,000 | - | - | 24,94,000 | 23.69 | 24,94,000 | - | 24,94,000 | 23.69 | - | 23.69 | 24,94,000 | 23.69 | - | - | 24,94,000 |
|     | Mr. Mukul Mahavir Agrawal   | AAFP A4859 G | 1 | 5,00,000  | - | - | 5,00,000  | 4.75  | 5,00,000  | - | 5,00,000  | 4.75  | - | 4.75  | 5,00,000  | 4.75  | - | - | 5,00,000  |
|     | Mr. Vijay Ramvallabh Khetan   | AACP K0093 M | 1 | 26,000    | - | - | 26,000    | 0.24  | 26,000    | - | 26,000    | 0.24  | - | 0.24  | 26,000    | 0.24  | - | - | 26,000    |
|     | Mr. Manoj Shyam Sunder Agarwal  | ADNP A4845 R | 1 | 24,000    | - | - | 24,000    | 0.24  | 24,000    | - | 24,000    | 0.24  | - | 0.24  | 24,000    | 0.24  | - | - | 24,000    |
| (b) | NBFCs registered with RBI   | -            | - | -         | - | - | -         | -     | -         | - | -         | -     | - | -     | -         | -     | - | - | -         |



|     |   |   |          |                  |   |   |                  |              |                  |   |                  |              |   |              |                  |              |   |   |                  |
|-----|---|---|----------|------------------|---|---|------------------|--------------|------------------|---|------------------|--------------|---|--------------|------------------|--------------|---|---|------------------|
| (C) | Employee Trusts   | - | -        | -                | - | - | -                | -            | -                | - | -                | -            | - | -            | -                | -            | - | - |                  |
| (d) | Overseas Depositories (holding DRs) (balancing figure)    | - | -        | -                | - | - | -                | -            | -                | - | -                | -            | - | -            | -                | -            | - | - |                  |
| (e) | Any Other (specify)                                       | - | -        | -                | - | - | -                | -            | -                | - | -                | -            | - | -            | -                | -            | - | - |                  |
|     | Sub-Total (B)(3)  | - | -        | -                | - | - | -                | -            | -                | - | -                | -            | - | -            | -                | -            | - | - |                  |
|     | <b>Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)</b> | - | <b>4</b> | <b>30,44,000</b> | - | - | <b>30,44,000</b> | <b>28.92</b> | <b>30,44,000</b> | - | <b>30,44,000</b> | <b>28.92</b> | - | <b>28.92</b> | <b>30,44,000</b> | <b>28.92</b> | - | - | <b>30,44,000</b> |

*\*As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.*

*\*\*Shall be locked-in on or before the date of allotment in this Issue.*



#### IV. Shareholding pattern of the Non Promoter - Non Public shareholder

|       | Category & name of shareholder | P A N | 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) | Total Shareholding, as a % assuming full conversion of convertible securities ( as a percentage 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 shares held in dematerialized form |
|-------|--------------------------------|-------|---------------------|---|--|--|------------------------|---|--|-------------|--------|-------------------------------------|--|---|----------------------------|---------------------------------|--|--|--|
|       |                                |       |                     |   |  |  |                        |   | No. of Voting Rights                                     |             |        | Total as a % of Total Voting rights |  |   | N o. ( a )                 | As a % of total shares held (B) | No. (Not Applicable)                             | As a % of total shares held (Not Applicable) |  |
|       |                                |       |                     |   |  |  |                        |   | Cl as s : X  | Cl as s : Y | To tal |                                     |  |   |                            |                                 |  |  |  |
|       | (I)                            | (II ) | (III)               | (IV )                                   | (V)                                      | (VI)   | (VII)= (IV)+( V)+(VI ) | (VIII)  | (IX)   |             |        |                                     | (X)  | (XI)=(V II)+(X)   | (XII)                      |                                 | (XIII)   |  | (XIV)  |
| ( 1 ) | Custodian /DR Holder           | -     | -                   | -                                       | -  | -  | -                      | -   | -  | -           | -      | -                                   | -  | -   | -                          | -                               | -  | -  |  |



|     |  |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|-----|--|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| q   | Name of DR Holder (if applicable)  | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (2) | Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
|     | <b>Total Non-Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)</b>                | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

*\*In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, all the Equity Shares held by the Promoters/Promoters Group Entities and public shareholders have been dematerialised*

*Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015 one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE (National Stock Exchange of India Limited) before commencement of trading of such Equity Shares.*



### Shareholding of our Promoter and Promoter Group

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

| 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>Promoters</b>               |                      |                        |                      |                         |
| 1.      | Mr. Makarand Pradhan Prabhakar | 24,92,000            | 23.67                  | 24,92,000            | 17.42                   |
| 2.      | Mr. Sanjiv Arvind Potnis       | 24,92,000            | 23.67                  | 24,92,000            | 17.42                   |
| 3.      | Mr. Shrikant Damodar Nibandhe  | 12,44,000            | 11.82                  | 12,44,000            | 8.70                    |
|         | <b>Promoters Group</b>         |                      |                        |                      |                         |
| 1.      | Ms. Vrinda Makarand Pradhan    | 2,000                | 0.02                   | 2,000                | 0.01                    |
| 2.      | Ms. Simran Sanjiv Potnis       | 2,000                | 0.02                   | 2,000                | 0.01                    |
| 3.      | Ms. Sneha Shrikant Nibandhe    | 12,50,000            | 11.88                  | 12,50,000            | 8.74                    |
|         | <b>Total</b>                   | <b>74,82,000</b>     | <b>71.08</b>           | <b>74,82,000</b>     | <b>52.30</b>            |

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

| Sr. No. | Name of the Promoters          | No. of Shares held | Average cost of Acquisition (in Rs.) |
|---------|--------------------------------|--------------------|--------------------------------------|
| 1.      | Mr. Makarand Pradhan Prabhakar | 24,92,000          | (0.10)                               |
| 2.      | Mr. Sanjiv Arvind Potnis       | 24,92,000          | (0.10)                               |
| 3.      | Mr. Shrikant Damodar Nibandhe  | 12,44,000          | (0.20)                               |



### Equity Shares held by top Ten shareholders

Our top Ten\* shareholders and the number of Equity Shares held by them as on date of this Draft Prospectus are as under:

| Sr. No. | Name of shareholder            | No. of Shares      | % age of pre-Issue capital |
|---------|--------------------------------|--------------------|----------------------------|
| 1.      | Ms. Leena Prashant Salvi       | 24,94,000          | 23.69                      |
| 2.      | Mr. Sanjiv Arvind Potnis       | 24,92,000          | 23.67                      |
| 3.      | Mr. Makarand Pradhan Prabhakar | 24,92,000          | 23.67                      |
| 4.      | Mr. Shrikant Damodar Nibandhe  | 12,44,000          | 11.82                      |
| 5.      | Ms. Sneha Shrikant Nibandhe    | 12,50,000          | 11.88                      |
| 6.      | Mr. Mukul Mahavir Agrawal      | 5,00,000           | 4.75                       |
| 7.      | Mr. Vijay RamvallabhKhetan     | 26,000             | 0.24                       |
| 8.      | Mr. Manoj Shyam Sunder Agarwal | 24,000             | 0.24                       |
| 9.      | Ms. Simran Sanjiv Potnis       | 2,000              | 0.02                       |
| 10.     | Ms. Vrinda Makarand Pradhan    | 2,000              | 0.02                       |
|         | <b>Total</b>                   | <b>1,05,26,000</b> | <b>100.00</b>              |

*\*Our Company has only TenShareholders as on date of this Draft Prospectus.*

Our top Ten\* shareholders and the number of Equity Shares held by them ten days prior to the date of this Draft Prospectus are as under:

| Sr. No. | Name of shareholder            | No. of Shares | % age of pre-Issue capital |
|---------|--------------------------------|---------------|----------------------------|
| 1.      | Ms. Leena Prashant Salvi       | 24,94,000     | 23.69                      |
| 2.      | Mr. Sanjiv Arvind Potnis       | 24,92,000     | 23.67                      |
| 3.      | Mr. Makarand Pradhan Prabhakar | 24,92,000     | 23.67                      |
| 4.      | Mr. Shrikant Damodar Nibandhe  | 12,44,000     | 11.82                      |
| 5.      | Ms. SnehaShrikantNibandhe      | 12,50,000     | 11.88                      |
| 6.      | Mr. Mukul Mahavir Agrawal      | 5,00,000      | 4.75                       |
| 7.      | Mr. Vijay RamvallabhKhetan     | 26,000        | 0.24                       |



| Sr. No. | Name of shareholder            | No. of Shares      | % age of pre-Issue capital |
|---------|--------------------------------|--------------------|----------------------------|
| 8.      | Mr. Manoj Shyam Sunder Agarwal | 24,000             | 0.24                       |
| 9.      | Ms. Simran Sanjiv Potnis       | 2,000              | 0.02                       |
| 10.     | Ms. Vrinda Makarand Pradhan    | 2,000              | 0.02                       |
|         | <b>Total</b>                   | <b>1,05,26,000</b> | <b>100.00</b>              |

*\*Our Company has only Ten Shareholders as on date of this Draft Prospectus.*

Our top Four\* shareholders and the number of Equity Shares held by them two years prior to date of this Prospectus are as under:

| Sr. No. | Name of shareholder            | No. of Shares    | % age of then existing capital |
|---------|--------------------------------|------------------|--------------------------------|
| 1.      | Mr. Sanjiv Arvind Potnis       | 12,50,000        | 25.00                          |
| 2.      | Mr. Makarand Pradhan Prabhakar | 12,50,000        | 25.00                          |
| 3.      | Mr. Shrikant Damodar Nibandhe  | 12,50,000        | 25.00                          |
| 4.      | Ms. Leena Prashant Salvi       | 12,50,000        | 25.00                          |
|         | <b>Total</b>                   | <b>50,00,000</b> | <b>100.00</b>                  |

*\*Our Company had only Four Shareholders two years prior to the date of this Draft Prospectus.*

11. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Draft Prospectus.
12. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
13. As on the date of this Draft Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
14. Except, as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 97 of this Draft Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
15. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on Page 300 of this Draft Prospectus.
16. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
17. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Prospectus.



18. 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.
19. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and National Stock Exchange of India Limited.
20. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid-up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
21. The Issue is being made through Fixed Price Method.
22. As on date of filing of this Draft Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid-up.
23. On the date of filing this Draft Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
24. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
25. Lead Manager to the Issue viz. Sarthi Capital Advisors Private Limited and its associates do not hold any Equity Shares of our Company.
26. Our Company has not revalued its assets since incorporation.
27. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
28. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
29. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
30. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
31. Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.





33. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has Ten (10) shareholders as on the date of filing of this Draft Prospectus.



## OBJECTS OF THE ISSUE

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

The objects of the Issue are: -

1. To meet the working capital requirements of the Company;
2. General Corporate Purpose;
3. Issue Expenses.

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

### FUND REQUIREMENTS:

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

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

(Rs. In lakhs)

| Sr. No. | Particulars                  | Total           |
|---------|------------------------------|-----------------|
| 1.      | Working Capital Requirements | 1,211.00        |
| 2.      | General Corporate Purpose    | 340.00          |
| 3.      | *Issue Expenses              | 150.00          |
|         | <b>Total</b>                 | <b>1,701.00</b> |

*\*As on June 13, 2017 our Company has incurred a sum of Rs. 12,04,050/- (Rupees Twelve Lakhs Four Thousand and Fifty Only) towards issue expenses.*

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

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

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



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

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-schedulement, it shall be made by compliance of the relevant provisions of the Companies Act 1956 / Companies Act, 2013.

## DETAILS OF UTILIZATION OF ISSUE PROCEEDS

### 1. Working Capital Requirements

(Rs. in Lakhs)

| Particulars                        | 2015-16 (Audited) | 2016-17 (Audited) | 2017-18 (Estimated) |
|------------------------------------|-------------------|-------------------|---------------------|
| <b>Current Assets</b>              |                   |                   |                     |
| Inventories                        | -                 | -                 | -                   |
| Cash & Cash Equivalents            | 61.61             | 18.11             | 252.91              |
| Trade Receivables                  | 2,805.75          | 3,223.28          | 5,500.00            |
| Deposits                           | 1,056.64          | 174.98            | 200.00              |
| Other Current Assets               | 1,676.78          | 913.98            | 540.92              |
| <b>Total (A)</b>                   | <b>5,600.78</b>   | <b>4,330.35</b>   | <b>6,493.83</b>     |
|                                    |                   |                   |                     |
| <b>Current Liabilities</b>         |                   |                   |                     |
| Trade Payables                     | 3,042.66          | 1,694.97          | 1,485.00            |
| Other Current Liabilities          | 265.93            | 113.55            | 327.74              |
| Statutory Liabilities              | -                 | -                 | -                   |
| Short Term Provisions              | -                 | -                 | -                   |
| <b>Total (B)</b>                   | <b>3,308.59</b>   | <b>1,808.52</b>   | <b>1,812.74</b>     |
|                                    |                   |                   |                     |
| <b>Net Working Capital (A)-(B)</b> | <b>2,292.19</b>   | <b>2,521.83</b>   | <b>4,681.09</b>     |



|  |          |          |          |
|--|----------|----------|----------|
|  |          |          |          |
| <b>Sources of Working Capital</b>              |          |          |          |
| Fund Based Borrowings                          | 1,027.39 | 1,050.66 | 1,000.00 |
| IPO Proceeds                                   | -        | -        | 1,211.00 |
| Internal Sources/ Share Capital/<br>Borrowings | -        | -        | 2,470.09 |

The Company's business is working capital intensive and they avail their working capital in the ordinary course of business from Banks. As on March 31, 2016 and March 31, 2017 the Company's net working capital consisted of Rs. 2,292.19 and Rs. 2,521.83 Lakhs respectively.

The total working capital requirement for the 2017-18 is estimated to be Rs. 4,681.09 Lakhs. The incremental working capital requirement for the year ended 2017-18 will be Rs. 2,159.26 Lakhs which will be met through the Net Proceeds to the extent of Rs. 1,211.00 Lakhs and the balance portion will be met through Working Capital Loans and Internal Sources / Share Capital.

#### **BASIS OF ESTIMATION**

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2017-18 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

We have estimated future working capital requirements based on the following:

(No. of Days)

| Particulars | Basis                     | 2015-16 | 2016-17 | 2017-18 |
|-------------|---------------------------|---------|---------|---------|
| Receivables | Debtors Collection Period | 44      | 58      | *90     |
| Payables    | Credit Period             | 58      | 38      | 30      |

\* We have raised our debtors collection period to 90 days since we have to increase the credit period to our customers due to severe competition. Our bankers have also accepted the above credit period for working capital requirements.

#### **GENERAL CORPORATE PURPOSE**

Our Company intends to deploy the Balance Net Proceeds aggregating to Rs. 340.00 Lakhs for the General Corporate Purpose as decided by our Board from time to time, including but not restricted to, strategic initiatives, strengthening our marketing network and capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our Management, in accordance with the policies of our Board, will have flexibility in utilizing proceeds embarked for General Corporate Purposes.



In case of variations in the actual utilization of funds designated for the purposes set forth above increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes, set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board and in compliance with applicable laws. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently your funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular object, i.e., the utilization of Net Proceeds. In case of a shortfall in Net Proceeds, our management may explore a range of options including utilizing our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall.

### 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. 150.00 Lakhs.

| Expenses   | Expenses<br>(Rs. in<br>Lakhs) | Expenses<br>(% of total<br>Issue<br>expenses) | Expenses (%<br>of Issue size) |
|--|-------------------------------|---|-------------------------------|
| Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers etc. | 30.00                         | 20  | 1.77                          |
| Regulatory Fees & Other Expenses   | 15.00                         | 10  | 0.88                          |
| Marketing expenses, Selling Commission and other expenses  | 105.00                        | 70  | 6.17                          |
| <b>Total estimated Issue expenses</b>  | <b>150.00</b>                 | <b>100.00</b>                                 | <b>8.82</b>                   |

### DEPLOYMENT OF FUNDS:

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. In Lakhs)

| Particulars               | Total Funds required | Amount incurred till<br>May 27, 2017 | Balance deployment<br>during<br>FY 2017-18 |
|---------------------------|----------------------|--------------------------------------|--|
| Working Capital           | 1,211.00             | -                                    | 1,211.00                                   |
| General Corporate Purpose | 340.00               | -                                    | 340.00                                     |
| *Issue Expenses           | 150.00               | 12.04                                | 137.96                                     |



|              |                 |              |                 |
|--------------|-----------------|--------------|-----------------|
| <b>Total</b> | <b>1,701.00</b> | <b>12.04</b> | <b>1,688.96</b> |
|--------------|-----------------|--------------|-----------------|

*\*As on June 13, 2017, our Company has incurred a sum of Rs12,04,050/- (Rupees Twelve Lakhs Four Thousand and Fifty Only) towards issue expenses.*

M/s. A S N A J & Co., Statutory Auditor have vide certificate dated June 13, 2017 confirmed that as on June 13, 2017 following funds were deployed for the proposed Objects of the Issue:

| <b>Source</b>     | <b>Estimated Amount<br/>(in Lakhs)</b> |
|-------------------|--|
| Internal Accruals | 12.04                                  |
| <b>Total</b>      | <b>12.04</b>                           |

#### **MEANS OF FINANCE**

(Rs. in Lakhs)

| <b>Particulars</b> | <b>Estimated Amount</b> |
|--------------------|-------------------------|
| Net Proceeds       | 1701.00                 |
| Internal Accruals  | Nil                     |
| <b>Total</b>       | <b>1701.00</b>          |

#### **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 for the purposes described above, we intend to deposit the funds with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakes that full recovery of the said deposit shall be made without any sort of delays as and when need arises for utilization of proceeds for the objects of the issue.

#### **BRIDGE FINANCING FACILITIES**

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



## **MONITORING UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than Rs. 50,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

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

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

## **VARIATION IN OBJECTS**

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



## BASIS FOR ISSUE PRICE

The Issue Price of Rs. 45 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10/- and Issue Price is Rs. 45/- per Equity Share and is 4.5 times the face value.

### QUALITATIVE FACTORS

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

- Leveraging the experience of our Promoters;
- Quality of services;
- Strong Customer Base;
- Organizational Stability;

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business*' beginning on page 114 of this Draft Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2014-15 2015-16 and 2016-17 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

As per our Restated Standalone Financial statements:

| Year ended              | EPS (Rs.)     | Weight |
|-------------------------|---------------|--------|
| March 31, 2015          | 2.79          | 1      |
| March 31, 2016          | (15.81)       | 2      |
| March 31, 2017          | 5.59          | 3      |
| <b>Weighted Average</b> | <b>(2.01)</b> |        |

As per our Restated Consolidated Financial statements:

| Year ended              | EPS (Rs.)     | Weight |
|-------------------------|---------------|--------|
| March 31, 2015          | 5.99          | 1      |
| March 31, 2016          | (15.49)       | 2      |
| March 31, 2017          | 5.77          | 3      |
| <b>Weighted Average</b> | <b>(1.28)</b> |        |

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





**2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 45 per Equity Share of face value of Rs. 10/- each.**

| Particulars                                 | Standalone | Consolidated |
|---|------------|--------------|
| P/E ratio based on Basic EPS for FY 2016-17 | 8.05       | 7.80         |
| P/E ratio based on Weighted Average EPS     | NA         | NA           |

**3. Average Return on Net worth (Ron) for the preceding three years.**

Return on Net worth ("Ron") as per Restated Standalone Financial Statements

| Year ended              | Ron (%)        | Weight |
|-------------------------|----------------|--------|
| March 31, 2015          | 12.42          | 1      |
| March 31, 2016          | (238.46)       | 2      |
| March 31, 2017          | 45.73          | 3      |
| <b>Weighted Average</b> | <b>(54.55)</b> |        |

Return on Net worth ("Ron") as per Restated Consolidated Financial Statements

| Year ended              | Ron (%)        | Weight |
|-------------------------|----------------|--------|
| March 31, 2015          | 27.14          | 1      |
| March 31, 2016          | (234.91)       | 2      |
| March 31, 2017          | 46.69          | 3      |
| <b>Weighted Average</b> | <b>(50.44)</b> |        |

**Note:** The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

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

| Particulars                     | On Standalone basis | On Consolidated basis |
|---------------------------------|---------------------|-----------------------|
| To maintain pre-issue basic EPS | 25.31%              | 26.00%                |

**5. Net Asset Value (NAV)**

| Particulars   | Restated Standalone Financial Statements | Restated Consolidated Financial Statements |
|---|--|--|
| Net Asset Value per Equity Share as of March 31, 2017 | 12.22                                    | 12.37                                      |
| Net Asset Value per Equity Share after the Issue      | 22.09                                    | 22.19                                      |
| Issue Price per equity share                          | 45.00                                    | 45.00                                      |

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



## 6. Comparison with other listed companies/Industry peers

(Rs. in Lakhs)

| Companies                       | Face Value | Sales     | PAT      | EPS (In Rs.) | P/E Ratio | CMP (In Rs.) |
|---------------------------------|------------|-----------|----------|--------------|-----------|--------------|
| Total Transport Systems Limited | 10         | 19,964.62 | 558.96   | 5.59         | 8.05      | -            |
| <b>Peer Group*</b>              |            |           |          |              |           |              |
| Sical Logistics Limited         | 10         | 9,3695.00 | 3,931.00 | 6.90         | 51.98     | 253.00       |
| Tiger Logistics (India) Limited | 10         | 2,9805.00 | 1,029.00 | 9.73         | 51.98     | 202.65       |
| Chartered Logistics Limited     | 1          | 15,581.00 | 1,228.00 | 1.24         | 51.98     | 20.55        |

\*Source: [www.moneycontrol.com](http://www.moneycontrol.com)

- The figures for Total Transport Systems 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 as indicated in the table.
- Current Market Price(CMP) is the closing prices of respective scripts as on June 13, 2017.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 45.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 20 of this Draft Prospectus and Financials of the company as set out in the Financial Statements beginning on page 181 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10 per share and the Issue Price is 4.5 times of the face value i.e. Rs. 45 per share.

For further details see “Risk Factors” beginning on page 20 of this Draft Prospectus and the financials of the Company including profitability and return ratios, as set out in the “Financial Statements” beginning on page 181 of this Draft Prospectus for a more informed view.



## STATEMENT OF TAX BENEFITS

### Statement of possible special tax benefits available to the company and its shareholders

To  
The Board of Directors,  
**Total Transport Systems Limited**  
701-705 T-SQUARE,  
Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East),  
Mumbai 400072, Maharashtra.

We refer to proposed issue of the shares of Total Transport Systems Limited, formerly known as Total Transport Systems Private Limited ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), as applicable to the assessment year 2018-19 relevant to the financial year 2017-18 for inclusion in the Draft Prospectus ("Draft Offer Documents") for the proposed issue of shares.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions, which is based on the business imperatives, the company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorizes/courts will concur with the views expressed herein.

**For A S N A J& Co.**  
**Chartered Accountants**  
**F.R.N. 119730W**

**Nitin A. Joshi**  
**Partner**  
**M. No. 45451**

Place: Mumbai  
Date: April 28, 2017



## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO TOTAL TRANSPORT SYSTEMS LIMITED (“THE COMPANY”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. 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 it faces in the future, it may not choose to fulfill.

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

### **1. Special Tax Benefits available to the Company**

There are no Special tax benefits available to the Company.

### **2. Special Tax Benefits available to the shareholders of the Company**

There are no Special tax benefits available to the shareholders of the Company.

#### **Notes:**

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.
3. 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 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 relating to 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

**For A S N A J. & Co.**  
**Chartered Accountants**  
**F.R.N. 119730W**

**Nitin A. Joshi**  
**Partner**  
**M. No. 45451**

Place: Mumbai  
Date: April 28, 2017



## SECTION IV – ABOUT THE COMPANY

### OUR INDUSTRY

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.*

#### Overview of Indian Economy

India's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labor force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

#### GDP and Other Indicators

According to the Economic Survey 2016-17, India's economic growth has been pegged at 6.5% for the current fiscal, down from 7.6% recorded in the last financial year, but is expected to rebound in the range of 6.75-7.5% in 2017-18.

As per the Second Advance Estimate of National Income, 2016-17 released by Ministry of Statistics & Programme Implementation on February 27<sup>th</sup>, 2017, Annual GDP at constant (2011-12) prices is expected to grow at the rate of 7.1% for financial 2016-17. Annual growth of Gross Value Added (GVA) at constant (2011-12) prices is estimated to be 6.7% in FY2016-17 compared to 7.8% in FY15-16.

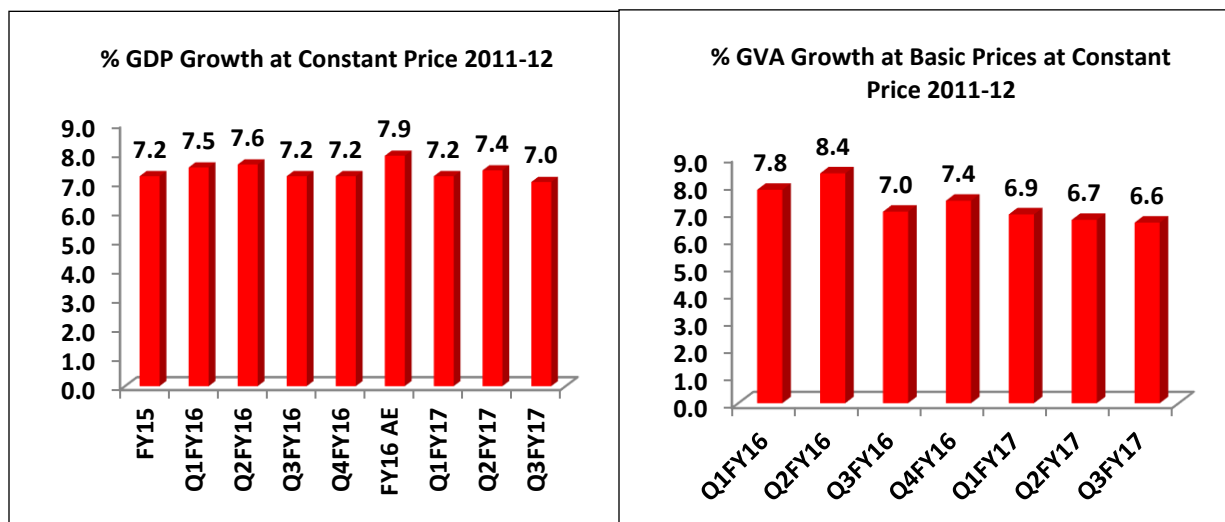
The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%.

Better than expected post demonetisation Indian GDP (at 2011-12 prices) revived to 7.0% in Q3FY17 as compared to 7.4% in the Q2FY17 and 7.1% in Q3FY16. Gross Value Added - GVA at basic prices at constant (2011-12) prices in Q3 FY17 has grown by 6.6% compared to 7.0% in Q3FY16 and by 6.7% compared to Q2FY17.



Source: MOSPI, RBI, <http://www.careratings.com/upload/NewsFiles/SplAnalysis/Q3-FY17%20GDP.pdf>

[http://www.mospi.gov.in/sites/default/files/press\\_release/nad\\_pr\\_28feb17r.pdf](http://www.mospi.gov.in/sites/default/files/press_release/nad_pr_28feb17r.pdf)



### Foreign Direct Investments

Foreign Direct Investment (FDI) inflows into the country touched a new high of \$60.08 billion in 2016-17. During the year 2016-17, Inflows has grown by 8% from \$55.63 billion in 2015-16. The manufacturing sector has witnessed a growth of 52% from \$13.35 billion in financial year 2015-16 to \$20.26 billion during fiscal year 2016-17. After the launch of Make In India initiative (October 2014 to March 2017), the FDI flows increased by 62% to \$99.72 billion as compared to \$ 61.41 billion during the previous 30 months (April 2012 to September 2014).

Source: MOSPI

### Index of Industrial Production

The IIP registered a growth of 2.7% in March 2017 over the index of March 2016. The growth of index of manufacturing, mining, and electricity was 1.2%, 9.7% and 6.2% respectively during the month.

Cumulatively, the IIP registered a growth of 5.0% during April to March, 2016 -17 over corresponding period of previous year. The index of Manufacturing, Mining and Electricity sector grew by 4.9%, 5.3% and 5.8% respectively during April to March, 2016 – 17 over corresponding period of previous year

Source: [http://eaindustry.nic.in/iip/IIP\\_Highlights.pdf](http://eaindustry.nic.in/iip/IIP_Highlights.pdf)

### Key Economic Variables

| Particulars         | FY13 | FY14 | FY15 | FY16 RE | FY17 AE |
|---------------------|------|------|------|---------|---------|
| GDP %               | 5.6  | 6.6  | 7.2  | 7.9     | 7.1     |
| GVA Growth Rate (%) | 5.4  | 6.3  | 7.1  | 7.8     | 6.7     |
| Export Growth (%)   | -1.8 | 4.7  | -1.3 | -5.4    | 4.7     |
| Import Growth (%)   | 0.3  | -8.3 | -0.5 | -5.9    | -       |
| Inflation – WPI     | 7.4  | 6    | 2    | -0.85   | -       |
| Inflation- CPI      | 10.2 | 9.5  | 5.9  | 4.9e    | -       |



### **Indian Logistic Industry gaining the traction**

Indian logistic segment The Indian logistic sector is primarily categorized into four segments comprising Transportation (rail, road, air, water-ways), warehousing (Container freight stations and Inland Container Depots), freight forwarding and value-added logistics. The transportation contributes maximum (60%) to the whole pie of logistic sector which comprises of various means such as road, rail, air and water. India being emerging country is primarily dependent upon transportation through land, ie, road and rail. The transportation through road and rail together contributes about 56% followed by Warehousing 24.5% comprising industrial and agricultural storage in the entire pie of logistics segment.



During last five years, the Government of India has been taking various initiatives in order to develop road infrastructure. The net road projects awarded by NHAI during FY16 have increased to 4368 km in comparison with 3250 km level of FY12. 24% 10% 5% 36% 19% 5% 1% 60.% Transportation Warehousing Freight forwarding Value added logistic Road Rail Water Air Source: Compiled by CARE NHAI plans to increase both awards and execution of road projects in FY17 by four times over FY16 levels, ie, with target execution of 8000 km (@21.92 km/day) and target awards at 15,000 km. Furthermore, on account of various government initiatives, focus on hybrid annuity as well as EPC contracts and structural changes in the concession agreement

### **Infrastructure Snapshot**

#### **Roads:**

- 2nd Largest in world with a total of more than 3.34 mn Km road length
- National Highways/Expressway of 0.10 mn
- 0.15 mn Km of state highways and 4.98 mn Km of major & other district roads

#### **Rail:**

- Covers almost all parts of the country with routes covering a total length of 67,312 km

#### **Air:**

- 18 international airports 7 custom airports, 78 domestic airports and 26 civil enclaves at Military fields

#### **Sea:**

- 6000 km of natural peninsular coastline
- 12 major ports and 187 minor ports.

### **Government Initiatives**

- As per the railway budget for the year 2017-18, the capital plan has been pegged at Rs.1.31 lakh crore. The railway ministry has given emphasis on rapid expansion of freight business to take up freight corridors .



- As a part of reviving the existing ports of the country, the Indian government has developed 10 coastal economic regions which led to improvement in the capacity of all the major ports to 892.92 MMT as on January 31, 2016 (871.52 MMT as on March 31, 2015). Furthermore, the government is taking up various initiatives such as investing Rs. 70,000 crore under ‘Sagarmala project’ in 12 major ports in the next five years, allowing upto 100% FDI under automatic route for port development projects and providing income tax incentives
- India, although gearing towards logistic friendly on its performance index, has been facing inhibitions that primarily include higher logistic costs and complex tax structure. The implementation of Goods and Service Tax (GST) bill is expected to trim the logistic costs upto 20% from the current levels

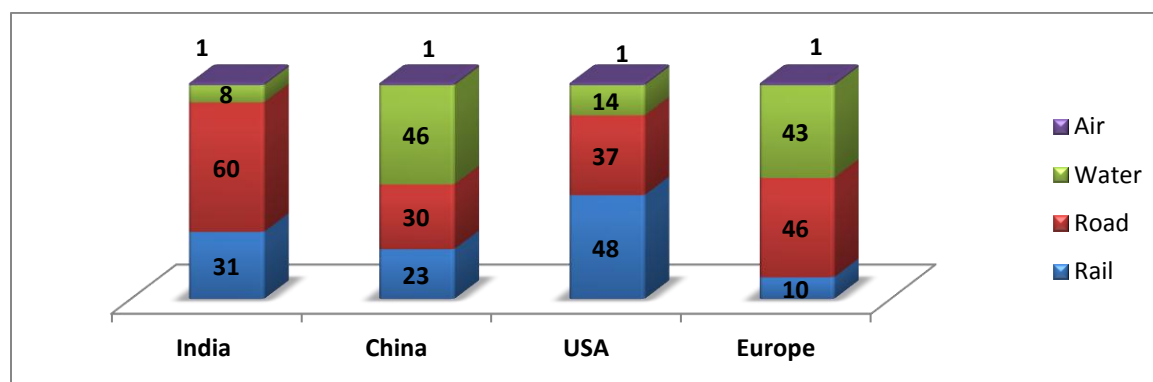
### **Benefits derived from the introduction of Goods & Service Tax (GST)**

Goods and service tax is a colligation of multiple taxes levied by both Central (ie, excise duty, countervailing duty and service tax) and state (value-added tax, Octroi and entry tax, luxury tax, etc) governments when an end user purchases goods or services. It means same level of taxation would be charged on a specific product or service across the entire country irrespective of being manufactured and sold in different states. The planned dual GST model (central GST and state GST) proposes to replace around 29 state and federal taxes and tariffs for a single tax at the point of sale. The current combined Centre and State statutory rate works out to be 26.5% (Cenvat of 14%, and VAT of 12.5%), whereas post GST implementation the same is expected to reduce to standard rate of about 18-28% which will be levied on most goods and all services.

### **Unfavourable modal mix**

There is an unfavourable modal mix that is skewed toward roads as a major mode of transportation, along with underutilization of other modes — rail, air, shipping and coastal shipping. Despite being inefficient mode, road transportation has the highest goods traffic share in India, whereas railways being economic mode of goods transport has lost market share in India due to under investments leading to capacity constraints. Air is the quickest possible way but shares just about 1% of the means of logistics. Even though India lags behind its global peers it is increasing its spending in airport infrastructure through various air projects across the country. The freight travel although is more suitable through rail and waterways but due to high tariffs, less flexibility in wagons, uncertain transit times and poor terminal quality in railways and inadequate infrastructure for coastal shipping and inadequate depths at ports in India has led to high reliance on road transport.

**The following table illustrates the logistics flow through various means such as Air, Water, Road and Rail in India, China, US and Europe**



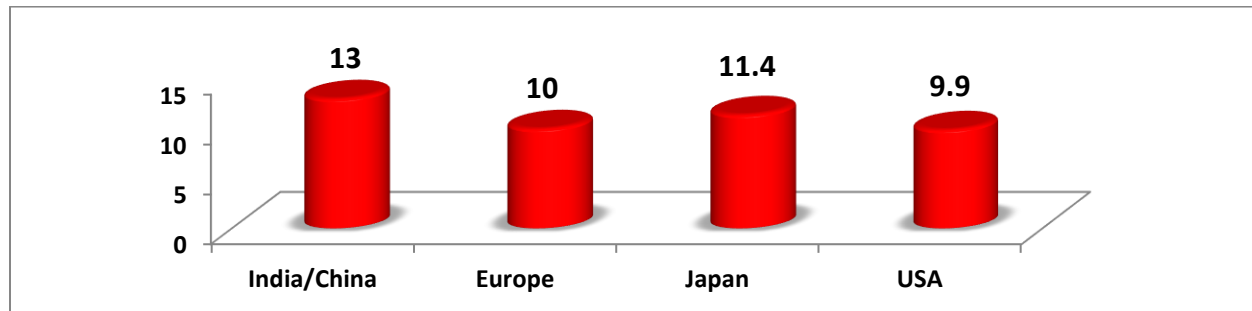




### **Higher logistic cost:**

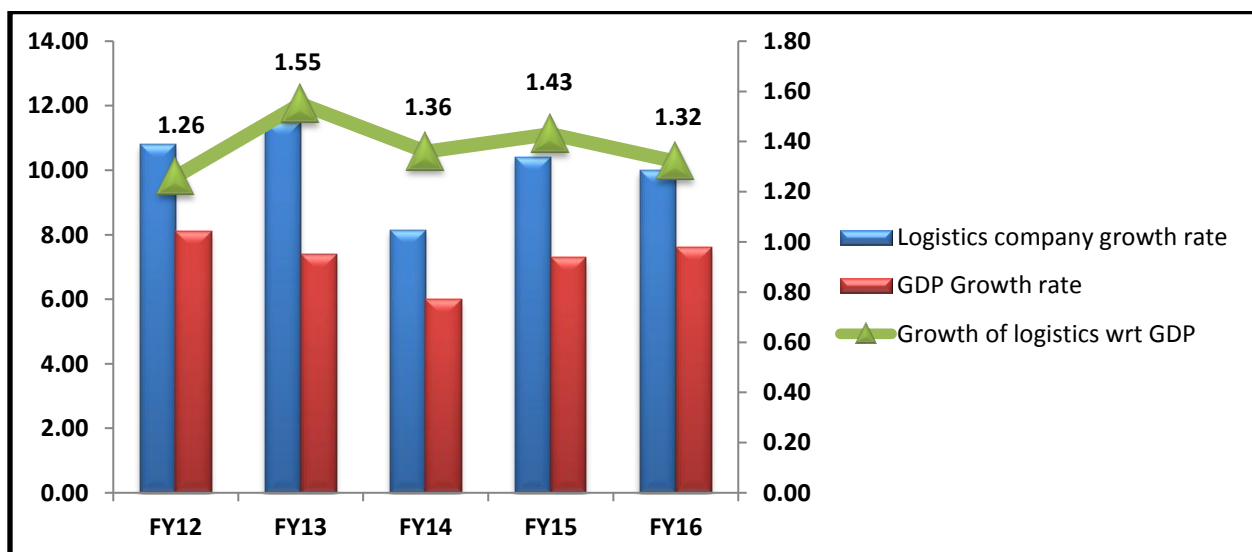
India's outgo on logistic cost/GDP is about 13-14% of value of goods, whereas for other developed/developing economies the average cost stands at 10-11% value of goods as shown in the figure. The key reasons for this is higher transit time due to infrastructural bottlenecks across different modes (Road, Rail, and Water), administrative delays, extra indirect taxes levied for inter-state transport and inefficiencies in the system.

### **Logistics Cost as a percentage of GDP**



Furthermore, with respect to India's GDP growth the logistics industry is expected to grow at 1-1.5x as logistics business is directly correlated with economic activity. Considering the aforementioned aspect the Indian logistic industry is projected to grow at a CAGR of 15-20% during FY16~FY20.

| Company Growth vs GDP           | FY12  | FY13  | FY14 | FY15  | FY16  |
|---------------------------------|-------|-------|------|-------|-------|
| Logistics Companies Growth Rate | 10.80 | 11.49 | 8.15 | 10.41 | 10.00 |
| GDP Growth Rate                 | 8.10  | 7.40  | 6.00 | 7.30  | 7.60  |
| Growth of Logistics wrt GDP     | 1.26  | 1.55  | 1.36 | 1.36  | 1.32  |





### **Current Issues and challenges**

India, despite being a low-cost country, has higher logistics cost due to various issues and challenges faced by the industry. Apart from being entangled in complex tax structure the industry is also affected by poor rate of customs efficiency of clearance processes and procedures thus affecting the international export logistics stratum. Furthermore, sub-optimal comfort provided by the existing Indian infrastructure combined with lack of implementation of efficient IT-enabled tracking and tracing mechanisms has affected the performance of logistics. A country's competitiveness is measured by the ease of doing business. India stands at 35th position in the logistics performance index (LPI) amongst 160 countries around the world, with Germany on top, Singapore, China and United States of America in 5th, 9th, and 10th positions, respectively, as per the World Bank report 2016.

India's logistics performance has seen a rise in all the six key performance indicators used to compute international LPI. The factors which led to growth in improvement of LPI includes increase in infrastructure (especially Road, Railways and Ports) spending along with their successful commissioning, growth in investments and participation of international logistics players in Indian firms which attracted better technology along with rise in international shipments coupled with leveraging the established network of the investor and implementation of effective IT systems used for tracking and tracing the goods.

### **Outlook:**

The long-term outlook of the companies operating in Indian logistics industry is favorable on expectation of implementation of proposed (remove) GST, successful commissioning of the infrastructure projects (especially in road, railways and ports), increase in participation and investment of international logistics players and adoption to global standards of tracking and tracing mechanism. The near-term outlook for the logistics companies is expected to be stable on back of steady growth in consumer durables, FMCG, pharmaceutical, engineering and other industries

*Source: CARE:*

*([http://www.careratings.com/upload/NewsFiles/SplAnalysis/Indian\\_logistics\\_Industry\\_gaining\\_the\\_traction.pdf](http://www.careratings.com/upload/NewsFiles/SplAnalysis/Indian_logistics_Industry_gaining_the_traction.pdf))*



## OUR BUSINESS

In this section, unless otherwise stated, references to “Company” or to “we”, “us” and “our” refers to Total Transport Systems Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

### OVERVIEW

In 1995, our Company was incorporated by Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Late Mr. Prashant Ramkrishna Salvi under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 issue by the Registrar of Companies, Mumbai, Maharashtra. Mr. Shrikant Damodar Nibandhe joined our company as promoter in the year 1998. The name of our Company has been changed to Total Transport Systems Limited pursuant to conversion into a public company vide Shareholders’ approval on March 23, 2017 and fresh certificate of incorporation dated April 24, 2017.

While our tradition of leadership began with our NVOCC and consolidation services, we’ve evolved into an industry-leading 3PL with a comprehensive portfolio of consolidation and forwarding services. It’s been time of more than two decades since we are operational in this field. Since our inception in 1995, our Company has grown manifold and is regarded as one of the leading quality-conscious service providers in the segments that we serve. With knowledge accumulated over 20 plus years of experience in International Logistics, we understand the structural and financial difficulties of working in India. That’s why we endeavor to provide our customers with the highest quality and cost-effective services through constant innovations in the field, enabling us to accomplish successful, long run business relationships. We have a Multi-Modal Transport Operator’s License for servicing our customer’s requirements. We also have a Federal Maritime Commission (FMC) license. We have deliberately not taken a CHA license to avoid conflict of interest with other Custom Clearing Agents.

The services to customers are provided in two ways:

- a) Booking – The customer books his cargo through us but transportation, custom clearance etc provided by his designated CHA or custom Broker. We receive the cargo, consolidate it in container and ship it to destination.
- b) Complete Logistics Solutions – The customer books his cargo and all services including transportation, custom clearance, consolidation, forwarding etc is done by us till the point of destination.

The management of the company is mainly focusing on global networking by offering competitive & quality services and to provide a TOTAL LOGISTIC & CONSOLIDATION FREIGHT SERVICES to all its customers & overseas partners worldwide. The ongoing challenges of the freight & forwarding industry inspire us to innovate and search for new ideas that challenge limits and extend Beyond Brokerage. Our customers, contract carriers, and suppliers are the beneficiaries of this forward-thinking approach, because we believe they deserve nothing but the best from their 3PL.

#### Major Areas of Operation:

- Sea Freight Forwarding
- Consolidation & Deconsolidation of cargo
- Air Freight Logistic
- Warehousing & Transportation



We have entered into an agreement dated October 16, 2012 with Central Warehousing Corporation for their warehouse at Impex Park, Navi Mumbai

The registered office of our Company is situated at 701-705, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai-400072, Maharashtra. We have branches located in various cities in India like C.B.D. Belapur, Pune, Ahmedabad, Vadodara, Kolkata, Chennai, Tuticorin, Bengaluru, Kochi and Gandhidham. We have captured the Indian market for providing services for deconsolidation of cargo, Forwarding and Consolidation of cargoes from all major locations across the globe. Our Company groupage traffic ranks amongst one of the best in India.

Presently, we have total employee strength of 281 employees all over India. This dedicated team of employees who have expertise in logistics support and handling cargo, work round the clock to cater to every minute detail to meet the customers' expectations. We have tie-ups with various shipping lines like Maersk, MSC, NYK, Hapag Lloyd, Hyundai, CMA –CGM, Cosco etc. to move our consolidated cargo on time.

We are also members of FIATA i.e. International Federation of Freight Forwarding Association, Bombay Overseas Freight Brokers Association and Federation of Freight Forwarder's Associations in India, Consolidators Association of India and AMTOI.

We have established a wholly owned subsidiary in Nepal through a joint venture for the following business:

1. Transportation of several goods and materials of an individual, company, organizations and government and non-governmental agencies;
2. International Cargo and other complimentary services;
3. Transportation services for import and export of the goods as well as domestic transport service;
4. Transportation services of daily consumable goods to the remote areas that have access to transportation;
5. Purchasing the vehicles for transportation such as Truck, Lorry, etc.;
6. Perform consultation, coordination, agreement with the national and international individual, company and institutions and offer agency services; and
7. Operate transportation services with the permission and licenses from home country as well as the foreign countries (if needed) to operate transport services.

The Freight Consolidation Services for shipments are the cost effective way to transport low volume cargo. By grouping shipments with others to fill a standard container, we avoid the cost of shipping an entire container on a single customer. We as a freight consolidator take full responsibilities of shipment from the point of receipt to the point of destination. Pricing is based on nature of goods, location, type of service and facility given to the customer. However, sector at which the goods are sent plays a very crucial role in deciding the price of the goods. About 60-70% of our business is thru consolidation of cargo which is evident from table given below:



Details of division wise revenue are as follows:

(Rs. In Lakhs)

| Sr. No. | Particulars                    | 2016-17          | 2015-16          | 2014-15          | 2013-14          | 2012-13          |
|---------|--------------------------------|------------------|------------------|------------------|------------------|------------------|
| 1.      | Consolidation Export           | 7,902.05         | 7,680.20         | 9,974.19         | 7,659.33         | 7,469.24         |
| 2.      | Consolidation Import           | 6,059.00         | 5,999.40         | 6,780.91         | 7,414.62         | 7,249.87         |
| 3.      | Freight Forwarding Import      | 2,555.61         | 2,978.89         | 4,225.06         | 3,565.55         | 4,177.06         |
| 4.      | Freight Forwarding Export      | 520.20           | 621.31           | 537.97           | 1,666.09         | 1,778.67         |
| 5.      | Warehousing and Transportation | 2,926.77         | 5,493.12         | 4,312.64         | 4,323.84         | 1,178.88         |
|         | <b>TOTAL</b>                   | <b>19,964.62</b> | <b>22,772.92</b> | <b>25,830.77</b> | <b>24,629.43</b> | <b>21,853.72</b> |

There has been a fall in the turnover as compared to previous years because of glut in shipping industry and overall shortfall in exports from India last year. The oversupply of vessels in the world container shipping market has heralded severe effects on this industry, forcing big players like Hanjin into bankruptcy in August 2016. Hanjin had been one of our major customer at CWC- Impex Park. The shipping industry as on date has consolidated by way of Mergers, acquisitions and strategic alliances and going forward the business looks normal.

We have generated revenue as given below:

(Rs. In Lakhs)

| Sr. No. | Financial Year | Domestic Sales | Export Sales | Total Revenue | Profit after tax |
|---------|----------------|----------------|--------------|---------------|------------------|
| 1.      | 2016-17        | 15,414.76      | 4,549.86     | 19,964.62     | 558.96           |
| 2.      | 2015-16        | 17,376.06      | 5,396.86     | 22,772.92     | (1,581.46)       |
| 3.      | 2014-15        | 19,405.31      | 6,425.46     | 25,830.77     | 278.84           |
| 4.      | 2013-14        | 17,873.53      | 6,755.90     | 24,629.43     | 472.22           |
| 5.      | 2012-13        | 16,263.54      | 5,590.18     | 21,853.72     | 282.32           |

## AWARDS

| Sr. No. | Year    | Award                            | Achievement                                       |
|---------|---------|----------------------------------|---|
| 1.      | 2009-10 | Concor Awards (EXIM)             | Best LCL Consolidator<br>1 <sup>st</sup> position |
| 2.      | 2009-10 | Concor India- South Region Award | LCL Consolidator Second<br>Position               |

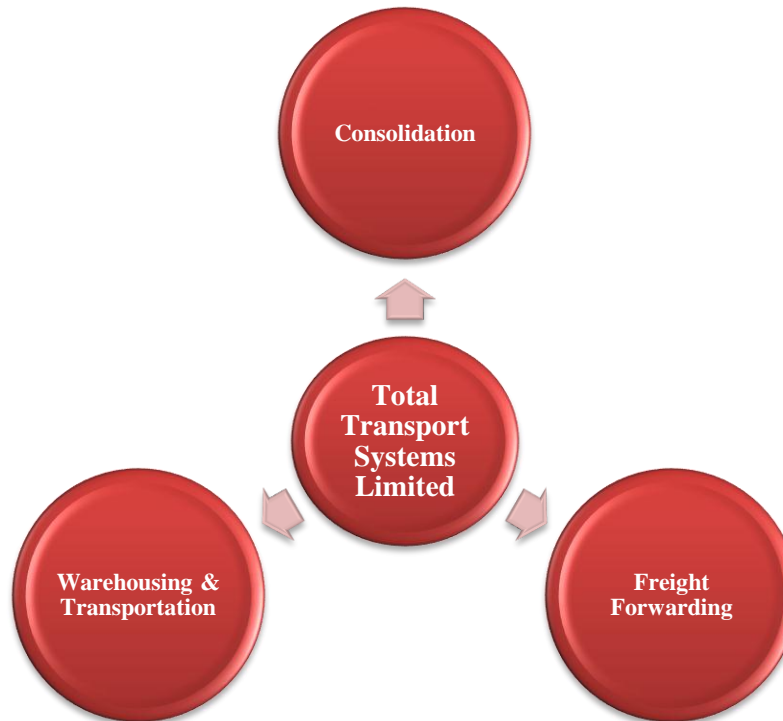


|     |         |  |   |
|-----|---------|--|---|
| 3.  | 2010-11 | Concor Awards (Daily Shipping Times)       | Best LCL Consolidator<br>1 <sup>st</sup> position         |
| 4.  | 2011-12 | Concor Awards (Daily Shipping Times)       | Best LCL Consolidator<br>1 <sup>st</sup> position         |
| 5.  | 2012    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the<br>Year (Gujarat)            |
| 6.  | 2012    | South East Cargo and Logistics Award       | Best LCL Consolidator 1 <sup>st</sup><br>position         |
| 7.  | 2012-13 | Concor Awards (Exim)                       | Best Consolidator LCL Exports<br>1 <sup>st</sup> position |
| 8.  | 2012-13 | Concor Awards (Exim)                       | Best Consolidator LCL Imports<br>1 <sup>st</sup> position |
| 9.  | 2013    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the<br>year (Gujarat)            |
| 10. | 2013-14 | Concor Awards (Daily Shipping Times)       | Best Consolidator LCL Exports<br>1 <sup>st</sup> position |
| 11. | 2013-14 | Concor Awards (Daily Shipping Times)       | Best Consolidator LCL Import<br>2 <sup>nd</sup> position  |
| 12. | 2013-14 | Concor Awards (Daily Shipping Times)       | Direct LCL Console 3 <sup>rd</sup> position               |
| 13. | 2014    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the<br>year(Gujarat)             |
| 14. | 2014-15 | Concor Awards (Exim)                       | Direct LCL Console 1 <sup>st</sup> position               |
| 15. | 2014-15 | Concor Awards (Exim)                       | Best Consolidator LCL Import<br>2 <sup>nd</sup> position  |
| 16. | 2014-15 | Concor Awards (Exim)                       | Best Consolidator LCL Exports<br>1 <sup>st</sup> position |
| 17. | 2015    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the<br>year (Gujarat)            |
| 18. | 2015    | South East Cargo and Logistics Award       | Best LCL Consolidator 1 <sup>st</sup><br>position         |
| 19. | 2015-16 | Concor Awards                              | Best Consolidator LCL Exports<br>1 <sup>st</sup> position |
| 20. | 2015-16 | Concor Awards                              | Best Consolidator LCL Import<br>2 <sup>nd</sup> position  |



|     |      |                                      |                                  |
|-----|------|--------------------------------------|----------------------------------|
| 21. | 2016 | South East Cargo and Logistics Award | LCL Consolidator Import Finalist |
| 22. | 2016 | South East Cargo and Logistics Award | LCL Consolidator Export Finalist |

## OUR SPECTRUM OF SERVICES



### 1. Consolidation

In Cargo consolidation service several smaller shipments are assembled and shipped together to avail of better freight rates and security of cargo. Also called assembly service, cargo consolidation, or freight consolidation. This is the core business activity of our Company since inception. We consolidate small shipment and move to more than 1100 destinations worldwide with our network partners, at respective hubs.

Over the years we have been the market leader and have over 10% market share at all major locations in the country. This activity contributes 60 % of our total turnover as on March 31, 2017. We also offer the same services to the various customers who are importing from overseas from various ports worldwide into India. Today, we nominate more than 70000 CBM of cargo to our overseas partners.

#### Hallmark of Service:

- Competitive rates
- Cargo compatibility
- Frequent as well as flexible schedules
- Global shipping and forwarding network



Cargo freight consolidation is more than a cost-effective supply chain solution. The consolidated shipments receive the same benefits as full container load shipments with our world class logistics team, global network and local experts at every destination.



## 2. Freight Forwarding:

**Ocean Freight:** We specialize in arranging and coordinating all activities for shipping of goods in & out of India by sea. This includes arranging of all pre-shipment activities like Export Inspection, Excise Inspection, Container Survey, Cargo Pickup and Cargo Stuffing etc. We can provide customized transportation solutions to suit customers needs. We specialize in over dimensional cargo, hazardous cargo and Aid cargo. We have thorough knowledge and experience of documentation procedures. We have Freight contracts with most of the carriers. Our high volume and excellent relations enable us to obtain best shipping terms like Lowest Freight Rates/Free Time/Free Drop at nearest container depot and various other benefits.

Our organization is also a Multi Modal Transport Operator (MTO). These services include multiple modes of transportation for forwarding the goods from destination to source. These services are offered under the same contract. We have all the essential facilities and agents required for rendering these services effectively. We provide smooth and hassle free deliveries at worldwide destination. We have strong network of overseas agents who are specialized in both sea and air shipments. Our overseas partners are proactive and offer a complete range of services and abide by the terms and conditions of the contract of DDU & DDP





**Air Freight:** We can provide best air freight rates for both air export and import shipments from and to India. We ensure that our customers are provided the most economical freight rates. All our air operations people have been trained to effectively process airfreight shipments.

### 3. Warehousing & Transportation

Clients can avail from us excellent warehousing and stuffing services. We do handle all kinds of goods with efficiency, ensuring safety and privacy. We also conduct regular quality control checks on entry and exit of goods and provide 24-hour security. Our warehouse located in CWC Impex Park (import) JWR (export) in the NhavaSheva region and Kailash Shipping in Chennai is fully equipped to store all kind of goods safely before being transported to its final destination. We have an experienced team of equipment handlers, which ensures careful handling of goods. We also avail of transporting goods of the customer from factory to/from CFS/ICD and/or from CFS/ICD to/from Port/Airport.

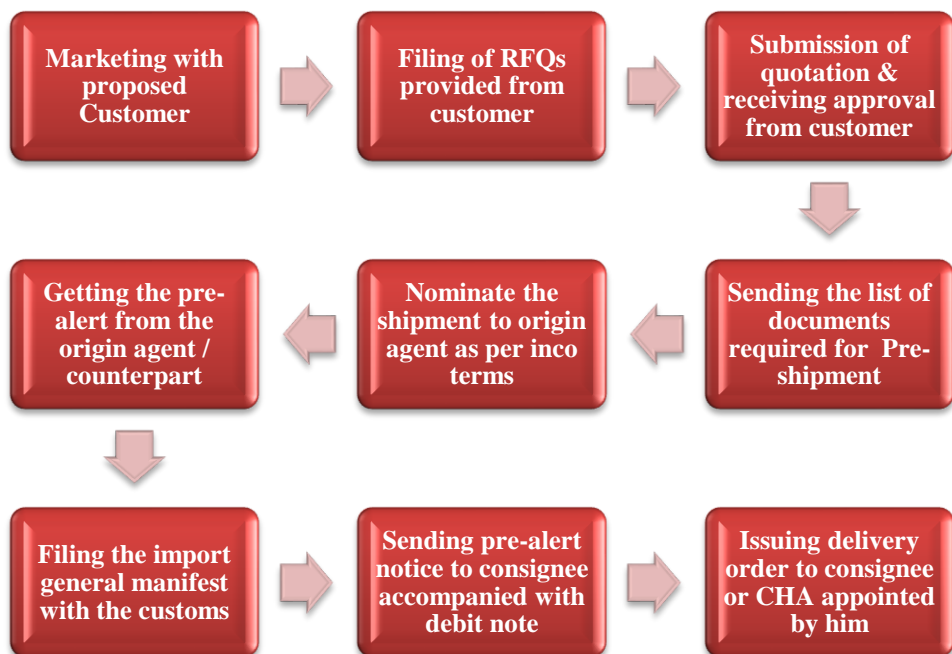
## LOGISTICS PROCESS

### Export Procedure





## Import Procedure



## **CARGO HANDLED**

Over the years we have handled various type of cargo:





## **OUR COMPETITIVE STRENGTH**

### **Promoter and Management**

Our Promoters Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Mr. Shrikant Damodar Nibandhe have got a vast experience in the field of freight forwarding & logistics services which indicates their ability to maintain business viability and steer business through operational hurdles.

### **Organizational Stability**

Our Organization has been there for a very long time which itself proves our ability to weather through economic and business cycles.

### **Technology**

Our Company has invested significant resources in technological capabilities and has developed a scalable technology system. Currently, we are using E-freight Suite for our processes. We have developed our own software called “E-Pearl” to keep a track on the process of Logistic from procurement of order to door delivery of the client and thereafter billing. It will also enable us to keep a complete check on the operational and accounting systems. We have also developed a mobile application for our customers for tracking their cargos. Both will be operation by mid June.

### **Quality of Service:**

The employees have been schooled that time, quality and money, are three paramount issues for customer. We adhere to quality standards as per Industry standards; hence we get repetitive orders from our supplier and buyers, as we are capable of meeting their quality standards at competitive prices, which enables us to maintain our brand image in the market.

### **Supplier Relationship**

Shipping Lines, Airlines, transporters and other vendors are crucial to our business. Our strong relationships with most leading carriers enable us to negotiate favorable commercial terms and operational advantageous for our clients.

### **Strong Customer Base**

Our Company has strong customer base including our established relationships with customers lead to stability of demand. We have certain reputed Customers which includes TATA Motors Limited, Reliance Industries Limited, Raymonds Group, IPCA Labs, Cadilla, Axis Electrical Components, DHL, Dachser India Private Limited, Hellman and Agility to name a few.

We constantly try to address our customer’s needs. We try to provide a tailor made specification according to their requirements. We believe that, our existing customer relationships help us to get continuous business from our customers. This has helped us to maintain a long term working relationship with our customers and improve our customer retention strategy.

### **Domestic and International Network**

We have Pan-India network of 11 offices covering all major ports and cargo hubs and reciprocal international network - exclusive membership of CP World Global Network and iCargo alliance with access to over 74 countries along with well-spread agency network of 180 agents across 1100 global locations.



## BUSINESS STRATEGY

Our strategy is to become a global leader in providing world class and cost-effective logistics solution to customers around the globe irrespective of their geographical location. The diagram below represents our continuous growth philosophy being implemented on a day-to-day basis.



### 1. Strengthening existing Services

Being in the service industry, the quality of the service is of utmost importance. We try to strengthen our services by enhancing our skills. We train our employees to consistently design and deliver customer focused solutions

### 2. Enhance customer base by entering new geographies

We intend to cater to the increasing demand of our existing customers by enhancing the distribution and supply reach in different parts of the world. We have good international global network and try to enhance the same. Enhancing our presence to reach in additional regions will enable us to have a benefit from our peers. Further, our Company believes in maintaining long term relationships with our customers. We aim to achieve this by adding value to our customers through, quality assurance, timely delivery of our service

### 3. Improving operational efficiencies

Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. We believe that this can be done through continuous process improvement, customer service and technology development.

### 4. Leveraging our Market skills and Relationships

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



## 5. Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the service. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value.

## 6. Brand Image

We would continue to associate with good quality customers and execute projects to their utmost satisfaction. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

## BRIEF FINANCIALS OF OUR COMPANY

As per Restated Standalone financials of our company:

(Rs. In Lakhs)

| Particulars                          | As on March 31, |            |           |           |           |
|--------------------------------------|-----------------|------------|-----------|-----------|-----------|
|                                      | 2017            | 2016       | 2015      | 2014      | 2013      |
| Share Capital                        | 500.00          | 500.00     | 500.00    | 50.00     | 50.00     |
| Reserve & Surplus                    | 722.17          | 163.21     | 1,744.67  | 1,922.81  | 1,450.58  |
| Net Worth                            | 1,222.17        | 663.21     | 2,244.67  | 1,972.81  | 1,500.58  |
| Income from Operations               | 19,964.62       | 22,722.92  | 25,830.77 | 24,629.43 | 21,853.72 |
| Other Income                         | 35.56           | 117.71     | 63.38     | 42.74     | 17.45     |
| Profit after Tax                     | 558.96          | (1,581.46) | 278.84    | 472.22    | 282.32    |
| EPS (Basic & Diluted)<br>(In Rs)     | 5.59            | (15.81)    | 2.79      | 4.72      | 2.82      |
| Return on Net Worth (%)              | 45.73           | (238.46)   | 12.42     | 23.94     | 18.81     |
| Net Asset Value per Share<br>(In Rs) | 12.22           | 6.63       | 22.45     | 19.73     | 15.01     |

As per Restated Consolidated financials of our company:

| Particulars                          | As on March 31, |            |           |           |           |
|--------------------------------------|-----------------|------------|-----------|-----------|-----------|
|                                      | 2017            | 2016       | 2015      | 2014      | 2013      |
| Share Capital                        | 500.00          | 500.00     | 500.00    | 50.00     | 50.00     |
| Reserve & Surplus                    | 736.77          | 159.29     | 1,708.02  | 1,574.31  | 631.27    |
| Net Worth                            | 1,236.77        | 659.29     | 2,208.02  | 1,624.31  | 681.27    |
| Income from Operations               | 21,291.29       | 24,584.67  | 27,515.32 | 26,282.26 | 22,887.75 |
| Other Income                         | 36.06           | 117.75     | 63.48     | 44.17     | 30.61     |
| Profit after Tax                     | 572.42          | (1,631.74) | 239.44    | 582.82    | 180.99    |
| EPS (Basic & Diluted)<br>(In Rs)     | 5.77            | (15.49)    | 5.99      | 9.43      | 1.93      |
| Return on Net Worth (%)              | 46.69           | (234.91)   | 27.14     | 58.06     | 28.27     |
| Net Asset Value per<br>Share (In Rs) | 12.37           | 6.59       | 22.08     | 16.24     | 6.81      |

In a Strategic Alliance and Management Operator (SAMO) Agreement entered with CWC on October 16, 2012, for handling cargo at their CFS Distri Park, near JNPT. Due to container scanning problem and labor agitations, the



business was disrupted frequently. Our Company had to pay fixed charges to CWC for using the facility and we were losing money. In April 2016 we had withdrawn the SAMO Agreement to stop losses.

## **COLLABORATIONS**

We have not entered into any technical or other collaboration.

### **Business Agreement**

We have entered into an agreement dated October 16, 2012 with Central Warehousing Corporation for their warehouse at Impex Park, Navi Mumbai wherein we provide services for deconsolidation of import cargo received. Below are the major terms and conditions of the agreement:

- 1) The activities which can be carried out includes marketing of facilities, handing import and export cargo, including stuffing/ destuffing delivery of containers, operation and maintenance of buffer yard, warehousing facilities, third party logistics, bonded warehouse facilities, survey and inspection of containers, repair yard for equipments and any other related activities which are normally conducted at any CFS/ICD except fumigation of container/ cargo and auction of uncleared cargo which shall be carried out by Central Warehousing Corporation (CWC).
- 2) The sale proceeds from uncleared cargo to custodian account will be shared at 50:50 basis with CWC and fumigation charges shall accrue to CWC account only.
- 3) The Company shall be entitled to market such facilities to interested parties provided, the Company shall always transact all such business with any person including its related and associate companies on arms-length basis and in accordance with good industry practices.
- 4) The charges for the provision of services shall be market driven and the Company shall not show any undue preference to any person.
- 5) The tariff for the various facilities and services offered to the customers and users will be driven by market forces and shall be published by CWC.
- 6) The Company shall frame and implement procedures for operation of the facilities under supervision and monitoring of CWC.
- 7) In case if request is made for additional construction/ modification, it will be done by the Company on its own cost with prior approval of CWC.
- 8) The period of Agreement if for Five years.
- 9) The legal and judicial possession of land shall remain with CWC.
- 10) CWC shall remain the Custodian of the Custom notified area.
- 11) At all given times, CWC shall maintain essential staff at CFS to supervise and monitor the operations undertaken at CFS.
- 12) CWC, being Custodian, shall be responsible to the Customs and other statutory authorities for loading, unloading and safe custody of import/export goods in CFS as well as transportation of containers carrying the import/export goods between the port and CFS till the goods are cleared for home consumption/ warehoused or transhipped or exported out of India, as the case may be.



## UTILITIES & INFRASTRUCTURE FACILITIES

Our registered office is located at Mumbai. We also have 11 branch offices spread across India for smooth functioning of our business operations. Our offices are equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly. We own 3 nos. 40ft trailers which are used for transportation of containers normally for our cargo movements.

## HUMAN RESOURCE

We believe that our employees are key contributors to our business success. To achieve this, 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 its kind of business. As on April 30, 2017 we have 281 employees comprising of administrative, skilled, semi-skilled and unskilled. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## DEPARTMENT WISE EMPLOYEE BREAK-UP

| Departments ⇨<br>Locations ⇩ | HR &<br>Administration | Operations | Finance &<br>Legal | Sales &<br>Marketing | Total      |
|------------------------------|------------------------|------------|--------------------|----------------------|------------|
| Mumbai                       | 9                      | 99         | 17                 | 25                   | 150        |
| C.B.D. Belapur               | -                      | -          | -                  | -                    | -          |
| Pune                         | -                      | 4          | 2                  | 2                    | 8          |
| Ahmedabad                    | 2                      | 8          | 1                  | 5                    | 16         |
| Vadodara                     | 1                      | 2          | -                  | 1                    | 4          |
| Kolkatta                     | 3                      | 8          | 1                  | 7                    | 19         |
| Chennai                      | 6                      | 27         | 3                  | 15                   | 51         |
| Tutikorin                    | -                      | 4          | 1                  | 2                    | 7          |
| Bengaluru                    | 2                      | 6          | 1                  | 4                    | 13         |
| Kochi                        | 1                      | 7          | 1                  | 4                    | 13         |
| <b>Total</b>                 | <b>24</b>              | <b>165</b> | <b>27</b>          | <b>65</b>            | <b>281</b> |

## COMPETITION

The Industry in which we operate is unorganized and fragmented with many small and medium-sized companies. Logistics being a global industry, we face competition from various domestic and international players. We compete with other service provider on the basis of service quality, price and reliability. While these factors are key parameters in client's decisions matrix in availing service, we try to offer the best quality service at economical price.

Although a number of consolidators compete with us on a regional basis, only a limited number of consolidators compete with us in all of our geographic markets. We believe that the scale and scope of our operations allow us to meet our customers' requirements better than the smaller consolidators.

Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors.

Major competitors include

- AllCargo Logistics Limited
- EMU Lines Private Limited





- Globelink WW India Private Limited
- Team Global Logistics Private Limited
- LCL Logistix India Private Limited

## MARKETING

The efficiency of the marketing and sales network is critical success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Marketing team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our marketing team, which includes person with a very vast experience of about 19 years regularly interacts with them and focuses on gaining an insight into the additional needs of such customers.

## INSURANCE

The Insurance policies covered by the company are:

| Sr. No. | Policy No.         | Name of the Insurer                | Description of the Policy | Address of the Properties where the insured assets are situated   | Coverage Rs in lakhs) | Date of Expiry | Premium P.A. (in Rs.) |
|---------|--------------------|------------------------------------|---------------------------|---|-----------------------|----------------|-----------------------|
| 1.      | 240401591610000388 | National Insurance Company Limited | Burglary Insurance        | Total Transport Systems Private Limited,<br>701-704, T-Square,<br>OppChandivali Petrol Pump,<br>Saki-Vihar Rd,<br>Saki Naka,<br>Andheri East,<br>Mumbai<br>400072,<br>Maharashtra<br>WSA Shpg<br>Bombay Private Limited,<br>705, T-Square,<br>OppChandivali Petrol Pump,<br>Saki-Vihar Rd,<br>Saki Naka,<br>Andheri East,<br>Mumbai<br>400072,<br>Maharashtra | 300.00                | March 08, 2018 | 7,932                 |





|    |                    |                                    |                                |  |         |                |        |
|----|--------------------|------------------------------------|--------------------------------|--|---------|----------------|--------|
| 2. | 240401591610000389 | National Insurance Company Limited | Money Insurance                | Total Transport Systems Private Limited, 701-704, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra   | 50.00   | March 08, 2018 | 6,785  |
| 3. | 240401111610000477 | National Insurance Company Limited | Standard Fire & Special Perils | Total Transport Systems Private Limited, 701-704, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra<br>WSA Shpg Bombay Private Limited, 705, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra | 1800.00 | March 08, 2018 | 64,170 |
| 4. | 240401591610000390 | National Insurance Company Limited | Burglary Insurance             | TVH LUMBINI SQUARE, Flat No. 9103, 10 <sup>th</sup> Floor, Block Nine, Brick Kiln Road, Purasawalkam,  | 3.00    | March 06, 2018 | 793    |



|    |                    |                                    |                                |   |        |                |       |
|----|--------------------|------------------------------------|--------------------------------|---|--------|----------------|-------|
|    |                    |                                    |                                | Chennai-600007.   |        |                |       |
| 5. | 240401111610000478 | National Insurance Company Limited | Standard Fire & Special Perils | TVH LUMBINI SQUARE,<br>Flat No. 9103,<br>10 <sup>th</sup> Floor,<br>Block Nine,<br>Brick Kiln Road,<br>Purasawalkam,<br>Chennai,<br>600007. | 163.00 | March 06, 2018 | 3,983 |

## LAND & PROPERTIES

The following table sets for the significant properties owned by us:

| Sr. No | Description of Property   | Area                     | Vendors Details | Purchase Consideration (Rs in lakhs) | Document and Date                | Activity                      | Status                     |
|--------|---|--------------------------|-----------------|--------------------------------------|----------------------------------|-------------------------------|----------------------------|
| 1.     | 701, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra | 1350Sq.ft carpet area.   | M/S. KT Sons    | 151.20                               | Sale Deed dated May 10, 2011     | Registered Office& Operations | Mortgaged to Bank of India |
| 2.     | 702, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra | 1200 Sq. ft carpet area. | M/S. KT Sons    | 134.40                               | Sale Deed dated August 11, 2011  | Registered Office& Operations | Mortgaged to Bank of India |
| 3.     | 703, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra | 1930 Sq. ft carpet area. | M/S. KT Sons    | 216.16                               | Sale Deed dated October 10, 2011 | Registered Office& Operations | Mortgaged to Bank of India |
| 4.     | 704, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072,             | 1980 Sq. ft carpet area. | M/S. KT Sons    | 221.76                               | Sale Deed dated October 10, 2011 | Registered Office& Operations | Mortgaged to Bank of India |



|    |  |             |  |       |   |                                   |                            |
|----|--|-------------|--|-------|---|-----------------------------------|----------------------------|
|    | Maharashtra  |             |  |       |   |                                   |                            |
| 5. | TVH Lumbini Square, Flat No. 9103, 10 <sup>th</sup> Floor, Block Nine, Brick Kiln Road, Purasawalkam, Chennai 600007, Tamil Nadu | 1429 Sq. Ft | M/S. Miracle Shipping Agencies Private Limited       | 47.06 | Sale Deed dated December 14, 2011       | Guesthouse                        | Mortgaged to Bank of India |
| 6. | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata- 700020, West Bengal.  | 1190 Sq.ft. | Sri Ram Niranjana Prahladka and Sri Rajeev Prahladka | 32.43 | Conveyance Deed dated February 17, 2006 | Provided for residence of Manager | Freehold                   |

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

| Sr. No. | Location of the property  | Document and Date                   | Licensor / Lessor   | Lease Rent/ License Fee (in Rs.) | Lease period       |                    |
|---------|---|-------------------------------------|---|----------------------------------|--------------------|--------------------|
|         |   |                                     |   |                                  | From               | To                 |
| 1.      | 4 <sup>th</sup> Block, 97G/1H Palayamkottai Road (West), Thoothukudi-628008, Tamil Nadu   | Lease Deed dated December 22, 2016  | Mrs. Sugantham Prabhakar  | 12,000 per month                 | September 01, 2016 | August 31, 2017    |
| 2.      | Old No. 18/1836-A3 & New No. 11/3034 A3 (Second Floor), Pallichal Road, Above Federal Bank, Thoppumpady Branch Kochi - 682005, Kerala | Rent Agreement dated March 13, 2017 | Mr. Hamza Koya, Mrs. Soujatha Attoob and Mrs. Sulifya Abdul Salam | 35,000 per month                 | April 15, 2017     | March 14, 2018     |
| 3.      | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka                 | Rent Agreement dated April 01, 2017 | Shri. H.M Siddu   | 13,650 per month                 | April 01, 2017     | September 30, 2017 |



| Sr. No. | Location of the property   | Document and Date                               | Licensor / Lessor   | Lease Rent/ License Fee (in Rs.)   | Lease period       |                    |
|---------|--|---|---|--|--------------------|--------------------|
|         |  |   |   |  | From               | To                 |
| 4.      | First Floor, #360, Next to MSIL Air Cargo Complex, KonenaAgrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka | Rent Agreement dated April 01, 2017             | Smt. Yashoda  | 13,650 per month   | April 01, 2017     | September 30, 2017 |
| 5.      | Shop No. 27 (GF), Plot no. 141/142, Sector No. 08, Golden Arcade, OSLO, Gandhidham-370201Kachchh, Gujarat            | Leave & License Agreement dated April 07, 2017. | Smt. Manju Suresh Valechha                                    | 10,630 per month   | May 01, 2017       | March 31, 2018     |
| 6.      | Shop No. 27 (GF), Plot no. 141/142, Sector No. 08, Golden Arcade, OSLO, Gandhidham-370201Kachchh, Gujarat            | Leave & License Agreement April 27, 2017.       | Smt. Manju Suresh Valechha                                    | 14,172 per month   | May 01, 2017       | March 31, 2018     |
| 7.      | 4 <sup>th</sup> Floor, 18, Padma Pukur Road, Kolkata – 700020, West Bengal   | License Agreement dated August 27, 2015.        | 1.Mr. RanenGandhi<br>2.Mrs. SonaGandhi<br>3. Mrs. HansaGandhi | 15,000 per month   | September 01, 2015 | December 31, 2017. |
| 8.      | Office No. 301/c, Mpi Chambers, WakdeWadi, Pune - 411005.  | Leave & License Agreement dated May 07, 2014.   | Mr. S. Vaidyanathan   | . 25,400 permonth for the period from June 01, 2014 to May 31, 2015, 27,950/- for the period from June 01, 2015 to May 31, 2016 and. 30,750/- for the period from June 01, 2016 to May 31, 2017. | June 01, 2014      | May 31, 2017       |




| Sr. No. | Location of the property  | Document and Date                              | Licensor / Lessor                  | Lease Rent/ License Fee (in Rs.) | Lease period   |                   |
|---------|---|--|------------------------------------|----------------------------------|----------------|-------------------|
|         |   |  |                                    |                                  | From           | To                |
| 9.      | Office No.243, A Wing, Atlantis K-10 Complex, Nr Genda Circle, Vadodara 390007, Gujarat   | Leave & License Agreement dated March 01,2016  | Mr. Mahendrabhai Chhaganbhai Patel | 27,000 per month                 | March 01, 2016 | March 31, 2019    |
| 10.     | Lotus Court no.165, ThambuChetty Street, Chennai 600001, Tamil Nadu                       | Lease Deed dated June 09, 2009                 | Ms. Prema                          | 60,000 per month                 | June 09, 2009  | June 08, 2019     |
| 11.     | Shop No. 35, Kukreja Estate, Ground Floor, Sector 11, C.B.D. Belapur, Navi Mumbai 400614. | Leave & License Agreement dated April 22, 2017 | Mrs. Vanamala D. Shettigar         | 15,000 per month                 | April 01, 2017 | February 28, 2018 |

The following table sets for the properties for which No Objection Certificate has been obtained from Group Entity WSASHPG Bombay Private Limited:

| Sr. No. | Location of the property  | Date of NOC       |
|---------|---|-------------------|
| 1.      | 705 T-Square Opp. Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra | November 29, 2012 |
| 2.      | 403-404, Vedant Complex, 7 Kalpana Colony, Navrangpura, Ahmedabad – 380009, Gujarat           | March 30, 2012    |

## INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have applied for registration of below mentioned trademark with the Trademark Registry:-

| Sr. No. | Logo  | Date of Application/Approval date | Application No./Trademark No. | Class | Current Status |
|---------|---|-----------------------------------|-------------------------------|-------|----------------|
| 1.      |  | July 14, 2016                     | 3309179                       | 39    | Objected       |



## KEY INDUSTRY REGULATION AND POLICIES

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

*The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Statutory Approvals” beginning on page 260 of this Draft Prospectus.*

### **INDUSTRY-SPECIFIC REGULATIONS**

#### **THE MULTIMODAL TRANSPORTATION OF GOODS ACT, 1993**

An Act to provide for the regulation of the multimodal transportation of goods, from any place in India to a place outside India, on the basis of a multimodal transport contract. No person shall carry on or commence the business of Multimodal transportation unless he is registered under this Act. It is a contract under which a multimodal transport operator undertakes to perform or procure the performance of multimodal transportation against payment of freight. Multimodal transport of goods is defined as carriage of goods, by at least two different modes of transport under the same contract, from the place of acceptance of goods in India to a place of delivery of goods outside India.

Under the MTG act, any person can provide service of multimodal transport only after obtaining a certificate from the component authority on being satisfied that all the conditions under the MTG act is complied with grants certificate of registration which is valid for a period of 3 years and may be renewed from time to time for a further period of 3 years.

#### **AIRCRAFT RULES, 1937 (“AIRCRAFT RULES”)**

The Aircraft Rules provide for the registration and marking of the aircraft, licensing of aircraft personnel and aerodromes, safety conditions, provision of certificate of airworthiness and other regulatory provisions concerning 173 the operation and maintenance of aircraft. The Directorate General of Civil Aviation (“DGCA”) is the competent authority for providing the abovementioned license and approvals. The DGCA is the regulatory body in the field of Civil Aviation primarily responsible for regulation of air transport services to/from/within India and for enforcement of civil air regulations, air safety and airworthiness standards.

#### **THE CARRIAGE BY AIR ACT, 1972 (“Carriage by Air Act”)**

The Carriage by Air Act was enacted to give effect to the Convention for the unification of certain rules relating to international carriage by air signed at Warsaw on the 12th day of October, 1929 and to the said Convention as amended by the Hague Protocol on the 28th day of September, 1955 a [and also to the Montreal Convention signed on the 28th day of May, 1999] this act is applicable to India citizens involved in domestic carriage by air and in international carriage by air, irrespective of nationality of aircraft performing the carriage

The Carriage by Air act sets out the limit upto which a carrier is absolutely liable for damage/death/bodily injury sustained in course of Air travel on board in carrier and in course of any operations of embarking/disembarking in context of passenger. The act also established a ‘Per kilogram’ limit of liability for personal baggage (Checked in , hand) and air freight cargo to which carrier is absolutely liable.



### **WAREHOUSING (REGULATORY AND DEVELOPMENT) ACT, 2007 (“Warehousing Act”)**

Warehousing Act has come into force in India with effect from October 25, 2010. The Warehousing Act provides for issuance of negotiable warehousing receipts. Besides mandating the negotiability of warehouse receipts, the Act prescribes the form and manner of registration of warehouses and issue of negotiable warehouse receipts including electronic format.

The Act provides that no person shall commence or carry on the business of warehousing without obtaining a registration certificate in respect of the concerned warehouse or warehouses granted by the Authority under the Act. However, no such registration is being required for warehouses which do not propose to issue negotiable warehouse receipt.

### **THE INDIAN CARRIAGE OF GOODS BY SEA ACT, 1925 (“COGSA”)**

COGSA came into force into India with effect from September 21, 1925. The COGSA Acts sets out rules in relation to and in connection with carriage of goods by sea in ships, carrying goods from any port in India to any port whether in or outside India. It provides that every bill of lading, issued in India which contains or is evidence of any contract to which rules apply, shall contain an express statement that is to have effect subject to the provision of the said Rules. The Rules sets out the responsibilities, liabilities and the rights and immunities of the carrier.

### **CONTAINER FREIGHT STATION GUIDELINES (“CFS Guidelines”)**

A Container Freight Station (CFS) has been defined under the CFS Guidelines as a common user facility with public authority status equipped with fixed installations and offering services for handling and temporary storage of import/export laden and empty containers carried under customs control and with customs and other agencies competent to clear goods for home use, warehousing, temporary admissions, re-export, temporary storage for onward transit and outright export. Functionally CFS is a transit facility, which offers services for containerization of break bulk cargo and vice-versa.

The CFS Guidelines contains procedure for approval of CFS along with its implementation. The proposals for setting up CFS are considered and cleared, on merits, by an Inter Ministerial Committee. The Committee consists of officials of Ministries of Commerce, Finance (Department of Revenue), Railways and Shipping. The said approval is being subject to cancellation in the event of any abuse or violation of the conditions of the said approval. The Guidelines also prescribe that the working of the CFS will be open to review by the Inter Ministerial Committee.



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

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

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

The Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees' Provident Fund Schemes, 1952;
- (b) The Employees' Pension Scheme, 1995; and
- (c) The Employees' Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

### **PAYMENT OF GRATUITY ACT, 1972 (Gratuity Act)**

The Payment of Gratuity Act, 1972 (“Act”) was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

### **PAYMENT OF BONUS ACT, 1965 (POB Act)**

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

### **EMPLOYEES STATE INSURANCE ACT, 1948 (ESI Act)**

The promulgation of Employees' State Insurance Act, 1948(ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select





industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multi-dimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socioeconomic amelioration of a workforce though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

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

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for noncompliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000.

### **INTELLECTUAL PROPERTY LAWS**

#### **TRADEMARKS ACT, 1999 (TM Act)**

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure.

As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### **PROPERTY RELATED LAWS**

#### **TRANSFER OF PROPERTY ACT, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 (“T.P. Act”). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the



categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### **THE INDIAN STAMP ACT, 1899**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## **TAXATION & DUTY LAWS**

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

The government of India imposes an income tax on taxable income of all *persons* including individuals, Hindu Undivided Families(HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

### **SERVICE TAX ACT, 1994**

Service Tax Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, 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 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 quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the half yearly return electronically.

### **PROFESSIONAL TAX**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by



his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **IMPORTANT GENERAL LAWS**

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

The consolidation and amendment in law relating to the Companies Act, 1956 made way to enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act 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. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

### **FOREIGN EXCHANGE MANAGEMENT ACT, 1999**

The 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. 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 and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

### **THE FOREIGN TRADE (DEVELOPMENT & REGULATION) ACT, 1992**

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

### **THE COMPETITION ACT, 2002**

The Competition Act, 2002 (the "Competition Act") prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover



thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **THE INFORMATION TECHNOLOGY (“IT”) ACT, 2000**

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

### **THE INDIAN CONTRACT ACT, 1872 (“CONTRACT ACT”)**

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

### **BOMBAY SHOPS AND ESTABLISHMENTS ACT, 1948**

The Bombay Shops and Establishments Act, 1948 (“Bombay Shops and Establishments Act”) provides for compulsory registration of shops / establishments, communication of closure of shops / establishments, lays down the hours of work - per day and week; guidelines for rest interval, opening and closing hours, closed days, national and religious holidays, overtime work; rules for employment of children, young persons and women; annual leaves, maternity leaves, sick and casual leaves; employment and termination of service etc. The Bombay Shops and Establishments Act provides for the maintenance of statutory registers and records, display of notices and obligations of employers as well as employees.

### **CONSUMER PROTECTION ACT, 1986 (COPRA)**

The Consumer Protection Act, 1986 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Noncompliance of the orders of these authorities attracts criminal penalties.



## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as Total Transport Systems Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated July 27, 1995, issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, the name of our Company was changed to “Total Transport Systems Limited” pursuant to conversion into a public company vide Shareholders’ approval on March 23, 2017 fresh certificate of incorporation April 24, 2017.

The Registered office of our company is situated at 701-705, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra.

For information on the Company’s activities, market, growth, technology and managerial competence, please see the chapters “Our Management”, “Our Business” and “Our Industry” beginning on pages 148, 114 and 108 respectively of this Draft Prospectus.

### CHANGE IN REGISTERED OFFICE

The details of changes in the registered office of our Company are given below:

| Date of change    | Details of change in the address of the Registered Office  |
|-------------------|--|
| At incorporation  | B-1/5, Samruddhi Co-op, HSG Society, off, Bhavani Shankar Road, Dadar, Bombay 400028.  |
| June 01, 1997     | From B-1/5, Samruddhi Co-op, HSG Society, off, Bhavani Shankar Road, Dadar, Bombay 400028 to Poonam Apts, 156, 158 Perin Nariman Steet, Fort, Mumbai- 400001, Maharashtra.   |
| May 31, 2004      | Poonam Apts, 156, 158 Perin Nariman Steet, Fort, Mumbai- 400001 to B, 105-105, Sagar Tech Plaza, Andheri Kurla Road, Sakinaka, (Andheri East), Mumbai-400072, Maharashtra.   |
| December 08, 2012 | B 101/105, Sagar Tech Plaza, Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra to 701-705, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra. |

### KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

| Year | Event  |
|------|--|
| 1995 | Our company was incorporated as Total Transport Systems Private Limited. |
| 2010 | Received Concor Award for first time.                                    |
| 2012 | Received Gujarat Star Award for first time.                              |
| 2012 | Received South East Cargo and Logistics Award for first time.            |
| 2012 | Our Company crossed turnover of Rs.100 crore.                            |
| 2013 | Our Company crossed turnover of Rs.200 crore.                            |
| 2017 | Company was converted into Public Limited Company.                       |



## AWARDS

| Sr. No. | Year    | Award                                      | Achievement  |
|---------|---------|--|--|
| 1.      | 2009-10 | Concor Awards (EXIM)                       | Best LCL Consolidator 1 <sup>st</sup> position         |
| 2.      | 2009-10 | Concor India- South Region Award           | LCL Consolidator Second Position                       |
| 3.      | 2010-11 | Concor Awards (Daily Shipping Times)       | Best LCL Consolidator 1 <sup>st</sup> position         |
| 4.      | 2011-12 | Concor Awards (Daily Shipping Times)       | Best LCL Consolidator 1 <sup>st</sup> position         |
| 5.      | 2012    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the Year (Gujarat)            |
| 6.      | 2012    | South East Cargo and Logistics Award       | Best LCL Consolidator 1 <sup>st</sup> position         |
| 7.      | 2012-13 | Concor Awards (Exim)                       | Best Consolidator LCL Exports 1 <sup>st</sup> position |
| 8.      | 2012-13 | Concor Awards (Exim)                       | Best Consolidator LCL Imports 1 <sup>st</sup> position |
| 9.      | 2013    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the year (Gujarat)            |
| 10.     | 2013-14 | Concor Awards (Daily Shipping Times)       | Best Consolidator LCL Exports 1 <sup>st</sup> position |
| 11.     | 2013-14 | Concor Awards (Daily Shipping Times)       | Best Consolidator LCL Import 2 <sup>nd</sup> position  |
| 12.     | 2013-14 | Concor Awards (Daily Shipping Times)       | Direct LCL Console 3 <sup>rd</sup> position            |
| 13.     | 2014    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the year(Gujarat)             |
| 14.     | 2014-15 | Concor Awards (Exim)                       | Direct LCL Console 1 <sup>st</sup> position            |
| 15.     | 2014-15 | Concor Awards (Exim)                       | Best Consolidator LCL Import 2 <sup>nd</sup> position  |
| 16.     | 2014-15 | Concor Awards (Exim)                       | Best Consolidator LCL Exports 1 <sup>st</sup> position |
| 17.     | 2015    | Gujarat Star Awards (Daily Shipping Times) | Best LCL Consolidator of the year (Gujarat)            |



|     |         |                                      |  |
|-----|---------|--------------------------------------|--|
| 18. | 2015    | South East Cargo and Logistics Award | Best LCL Consolidator 1 <sup>st</sup> position         |
| 19. | 2015-16 | Concor Awards                        | Best Consolidator LCL Exports 1 <sup>st</sup> position |
| 20. | 2015-16 | Concor Awards                        | Best Consolidator LCL Import 2 <sup>nd</sup> position  |
| 21. | 2016    | South East Cargo and Logistics Award | LCL Consolidator Import Finalist                       |
| 22. | 2016    | South East Cargo and Logistics Award | LCL Consolidator Export Finalist                       |

### OUR MAIN OBJECTS

The Main object of our Company, as contained in our Memorandum of Association is To carry on business of Transportation of goods, merchandise live stock, passengers, and freight of all kinds and description between different places in India and in foreign countries from time to time by Sea, Land or Air or In combination of any or all of them and to carry on all or any of the following business i.e. general carriers, clearing and forwarding agents, handling of cargo, Packers and Movers, Warehousemen, Store-Keepers bonded carmen and common carmen, or any other business manufacture or trade which can conveniently be carried connection with the above.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

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

| Date of Shareholders' Approval | Amendment  |
|--------------------------------|--|
| October 27, 2009               | The Initial Authorized Share Capital of Rs. 5,00,000 (Rupees FiveLakhs only) consisting of 50,000 Equity shares of face value of Rs. 10 each was increased to Rs. 1,00,00,000 (Rupees One Croreonly) consisting of 10,00,000 Equity Shares of face value of Rs.10 each |
| July 24, 2014                  | The Authorized Capital of Rs. 1,00,00,000(Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 3,00,00,000 (Rupees Three Crore only) consisting of 30,00,000 Equity Shares of face value of Rs.10 each        |
| October 29, 2014               | The Authorized Capital of Rs. 3,00,00,000(Rupees Three Crore only) consisting of 30,00,000Equity Shares of face value of Rs.10 each was increased to Rs. 5,00,00,000 (Rupees Five Crore only) consisting of 50,00,000Equity Shares of face value of Rs.10 each         |
| March 23, 2017                 | The Authorized Capital of Rs. 5,00,00,000(Rupees Five Crore only) consisting of 50,00,000Equity Shares of face value of Rs.10 each was increased to Rs. 14,00,00,000 (Rupees Fourteen Crore only) consisting of 1,40,00,000Equity Shares of face value of Rs.10 each   |





|                |  |
|----------------|--|
| March 23, 2017 | Conversion of Private company into Public company and subsequent change of name from 'Total Transport Systems Private Limited' to 'Total Transport Systems Limited'  |
| April 28, 2017 | The Authorized Capital of Rs. 14,00,00,000 (Rupees Fourteen Crore only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.15,00,00,000/- (Rupees Fifteen Crore only) consisting of 1,50,00,000 Equity Shares of face value of Rs.10/- each |

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

Our Company has no holding company as on the date of filing of this Draft Prospectus.

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

Our Company has 100% shareholding of CP World Logistics India Private Limited and OneWorld Logistics Private Limited as on the date of this Draft Prospectus and therefore, CP World Logistics India Private Limited and OneWorld Logistics Private Limited are a wholly owned subsidiary of our Company. Our Company has 64% shareholding of Total Transport Systems Private Limited (Nepal) as on the date of this Draft Prospectus and therefore Total Transport Systems Private Limited (Nepal) is a partially owned subsidiary. For further details on subsidiary companies of our company refer to Chapter titled "Our Subsidiaries" beginning on page 167 of this Draft Prospectus.

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

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

#### **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 181 of this Draft Prospectus.

#### **SHAREHOLDERS AGREEMENTS**

Our Company has not entered into any Shareholders agreement as on date of filing of this Draft Prospectus.

#### **OTHER AGREEMENTS**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated March 24, 2017 with Managing Director for his appointment as on the date of filing of this Draft Prospectus. Below are the major terms and conditions of the agreement:

1. Managing, conducting and transacting all the business, affairs and operations of the company in accordance with the Memorandum and Articles of Association of the Company including power to enter into contracts and vary and rescind them;
2. Subject to the provisions of the Act, to raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Managing Director may think expedient;
3. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board, to invest and deal with the moneys of the company not





immediately required, upon investments of such nature as may be specified by the Board from time to time or to deposit the same with banks, shroffs or persons and from time to time to realise and vary such investments;

4. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board to make loans for such purposes and up to such maximum amount for such purpose as may be specified by the Board from time to time;
5. Generally, to make all such arrangements and to do all acts, deeds, matters and things on behalf of the company as may be usual, necessary or expedient in the conduct and management of business, as are not governed by the Act or by the Memorandum and Articles of association of the Company or expressly required to be done by the Company in general meeting or by the Board.
6. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use their utmost endeavors to promote the interests of the company.
7. Subject to the limits of 5% and 10% of the net profits as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of section 197 of the Act and further subject to the approval of the Central Government in terms of sections 190, 196, 197, 198, 203 and other applicable provisions, if any of the Act and rules made there under read with Schedule V to the Act, the Company shall, in consideration of his services, the company shall pay to the Managing Director during the continuance of this agreement the remuneration not exceeding Rs. 48,00,000/- (Rupees Forty-Eight Lakhs Only) per year and
  - The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules;
  - Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is Member.
  - Managing Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.
8. The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or interest himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.

#### **RESTRICTIVE COVENANTS IN LOAN AGREEMENTS**

Our Company has renewed Credit facilities from Bank of India *vide* Sanction letter dated January 17, 2017. Bank of India has issued us No Objection Certificate in relation to our IPO *vide* letter dated [●].

Following are certain restrictive conditions given by Bank of India for sanction of loans:

- Change or alter capital structure, unless stipulated by the Bank
- Formulate any scheme of amalgamation or reconstitution.



- Implement a new scheme of expansion or take up an allied line of business / manufacture.
- Borrow or obtain credit facilities from any other Bank / Institution
- Undertake guarantee obligations on behalf of any company/firm/person
- Declare Dividend for any year except out of profits relating to that year after meeting all the financial commitments to the bank and making all due and necessary provisions
- Make any drastic change(s) in its management set-up
- Approach capital market for mobilizing additional resources either in the form of debts or equity
- Sell or dispose off or create security or encumbrances on the assets charged to the bank in favour of any other bank, financial institution, company, firm or individual
- Repay monies brought in by the promoters, partners, directors, shareholders their relatives and friends in the business of the company/Firm by way of deposits/loans/share application money, etc.

#### Details of borrowing and charges of Bank of India:

| Sr. No. | Date of charge creation | Date of charge modification | Charge amount secured (Rs in Lakhs) | Charge holder  | Facilities  | Security  |
|---------|-------------------------|-----------------------------|-------------------------------------|--|---|---|
| 1.      | March 05, 2012          | January 18, 2017            | * 3002.00                           | Bank of India<br>Darabshaw House,<br>NarrottMoraji Marg Ballard Estate,<br>Mumbai 400001 | Cash Credit – Rs. 1000 Lakhs<br>Working Capital Demand<br>Loan – Rs. 500 Lakhs<br>Bank Guarantee – Rs. 1501 Lakhs<br>Bank Guarantee (Casual) – Rs. 1 Lakh | <b>Primary Securities:</b><br>CC- Book Debts Exclusive charge on Book Debts by way of hypothecation<br><b>Collateral Securities:</b><br>1. EQM of office premises & Furniture & Fixture<br>Location: Unit No. 701,702 at T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra<br>2. EQM of office premises<br>Location: Unit No. 703,704 & 705 at T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra<br>3. EQM of Residential |



|  |  |  |  |  |  |   |
|--|--|--|--|--|--|---|
|  |  |  |  |  |  | <p>Property in the name of Director Mr. Makarand Pradhan Prabhakar and Mrs. Vrinda Pradhan</p> <p>Location: Flat No.1604&amp;1605, 16<sup>th</sup> Floor, A Wing, Dreams III, Kanjur Village, Bhandup, Mumbai, Admeasuring 1 750 Sq.Ft.</p> <p>4. EQM of Residential Property in the name of Company</p> <p>Location: 10<sup>th</sup> Floor, TVH Lumbini Square, Brick Kiln Road, Purasawalkkam Village, Chennai, asmeasuring 1429 Sq.Ft.</p> <p><b>Guarantors:</b></p> <p>Mr. Makarand Pradhan Prabhakar</p> <p>Mr. Shrikant Damodar Nibandhe</p> <p>Mr. Sanjiv Arvind Potnis</p> <p>Ms. Leena Prashant Salvi (Shareholder)</p> <p>M/s.WSA Shpg Bombay Pvt Ltd (Corporate Guarantee)</p> <p>Mrs. Vrinda Makarand Pradhan</p> |
|--|--|--|--|--|--|---|

*\*The actual charge with Bank of India is of Rs. 3002.00 Lakhs, whereas the form for creating charge with the Registrar of Company was inadvertently filed for Rs. 5201.00Lakhs.*

**Our Company is also in the process of rectification/satisfaction of below charges:**

| Sr. No. | Date of charge creation | Charge amount secured (Rs in Lakhs) | Charge holder   |
|---------|-------------------------|-------------------------------------|---|
| 1.      | October 07, 2016        | 500.00                              | Bank of India, Darabshaw House, Narrott Moraji Marg Ballard Estate, Mumbai 400001 |



|    |                   |         |   |
|----|-------------------|---------|---|
| 2. | April 29, 2015    | 250.00  | Bank of India, Darabshaw House, Narrott Moraji Marg Ballard Estate, Mumbai 400001         |
| 3. | December 12, 2012 | 1100.00 | Bank of India, Darabshaw House, Narrott Moraji Marg Ballard Estate, Mumbai 400001         |
| 4. | December 12, 2012 | 195.00  | Bank of India, Darabshaw House, Narrott Moraji Marg Ballard Estate, Mumbai 400001         |
| 5. | January 30, 2012  | 200.00  | Kotak Mahindra Bank Limited, 36-38A, Narimam Bhavan, 227, D, Nariman Point Mumbai 400021. |
| 6. | May 22, 2010      | 1000.00 | Bank of India, Darabshaw House, Narrott Moraji Marg Ballard Estate, Mumbai 400001         |

### UNSECURED LOANS

Details of unsecured loans outstanding as on March 31, 2017 are as under:

| Sr. No | Name of Lenders                | Interest Rate | Period    | Amount (Rs.in Lakhs) |
|--------|--------------------------------|---------------|-----------|----------------------|
| 1.     | Mr. Makarand Pradhan Prabhakar | Nil           | On Demand | 21.48                |
| 2.     | Mr. Sanjiv Arvind Potnis       | Nil           | On Demand | 83.65                |
| 3.     | Mr. Shrikant Damodar Nibandhe  | Nil           | On Demand | 107.27               |
| 4.     | Ms. Leena Prashant Salvi       | Nil           | On Demand | 65.16                |
|        | <b>Total</b>                   |               |           | <b>277.56</b>        |

### STRATEGIC/ FINANCIAL PARTNERS

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

### NUMBER OF SHAREHOLDERS

Our Company has 10 (Ten) shareholders on date of this Draft Prospectus.



## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association, we are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of Companies Act, 2013. We currently have Six Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Prospectus other than Directorship in our Company:

| Sr. No. | Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN   | Date of Appointment  | Other Directorships   |
|---------|--|--|---|
| 1.      | <b>Name:</b> Mr. Makarand Pradhan Prabhakar<br><b>Age:</b> 53 Years<br><b>Father's Name:</b> Mr. Prabhakar Vinayak Pradhan<br><b>Designation:</b> Managing Director<br><b>Address:</b> 3A/1604, Dhiraj Dreams CHS Bldg No-3, LBS Marg, Bhandup (West), Mumbai 400078.<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> 5 years<br><b>DIN:</b> 00102413   | Appointed as Director on July 27, 1995<br><br>Appointed as Managing Director on March 22, 2017 | 1. WSA Shpg Bombay Private Limited<br>2. CP World Logistics India Private Limited<br>3. OneWorld Logistics Private Limited<br>4. AT Terminal Logistics Private Limited<br>5. Jag Software Solutions Private Limited<br>6. CLA Express Private Limited |
| 2.      | <b>Name:</b> Mr. Sanjiv Arvind Potnis<br><b>Age:</b> 49 Years<br><b>Father's Name:</b> Arvind Vishwanath Potnis<br><b>Designation:</b> Executive Director<br><b>Address:</b> 16 Ground Floor, Shantiniketan Society, Versova, Andheri (West), Mumbai 400061.<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> Retire by Rotation<br><b>DIN:</b> 00102090 | Appointed as Director on July 27, 1995   | 1. WSA Shpg Bombay Private Limited<br>2. CP World Logistics India Private Limited<br>3. OneWorld Logistics Private Limited<br>4. Jag Software Solutions Private Limited<br>5. CLA Express Private Limited   |
| 3.      | <b>Name:</b> Mr. Shrikant Damodar Nibandhe<br><b>Age:</b> 52 Years<br><b>Father's Name:</b> Mr. Damodar Vishwanath   | Appointed as Director on June 23, 1998   | 1. WSA Shpg Bombay Private Limited<br>2. CP World Logistics India Private Limited   |



|    |   |                             |   |
|----|---|-----------------------------|---|
|    | <p>Nibandhe</p> <p><b>Designation:</b> Executive Director</p> <p><b>Address:</b> C-1303, 13<sup>th</sup> Floor, Shreeji Ville Almeda Road, Opp Nitin Co, Panchpakadi, Thane, Mumbai – 400604.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Retire by rotation</p> <p><b>DIN:</b> 01029115</p>   |                             | <p>3. OneWorld Logistics Private Limited</p> <p>4. AT Terminal Logistics Private Limited</p> <p>5. Jag Software Solutions Private Limited</p> <p>6. CLA Express Private Limited</p> |
| 4. | <p><b>Name:</b> Ms. Leena Prashant Salvi</p> <p><b>Age:</b> 45 Years</p> <p><b>Father's Name:</b> Shankar Gopal Gupte</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> Bldg No 22, Flat No 1 JPM CHS LTD Sant Ramdas Road Mulund East Mumbai- 400081</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years</p> <p><b>DIN:</b> 07784529</p>                             | Appointed on April 04, 2017 | NIL   |
| 5. | <p><b>Name:</b> Mr. Abhishek Ramesh Talwar</p> <p><b>Age:</b> 43 Years</p> <p><b>Father's Name:</b> Ramesh Talwaar</p> <p><b>Designation:</b> Non-Executive &amp; Independent Director</p> <p><b>Address:</b> G-8, Balkrishna C.H.S LTD, J.P .Road 7 Bunglow, D.N. Nagar, Andheri (West), Mumbai- 400053</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 Years</p> <p><b>DIN:</b> 01059150</p> | Appointed on April 04, 2017 | <p>1. Talwar Solutions Private Limited</p> <p>2. Beanstring Foundation</p>  |



|    |   |                             |     |
|----|---|-----------------------------|-----|
| 6. | <b>Name:</b> Mr. Sunil Gajanan Kshirsagar<br><b>Age:</b> 53 Years<br><b>Father's Name:</b> Gajanan Waman Kshirsagar<br><b>Designation:</b> Non-Executive & Independent Director<br><b>Address:</b> 12A/11 Takshila Mahakali Caves Road, Andheri (East), Mumbai – 400093.<br><b>Occupation:</b> Business<br><b>Nationality:</b> Indian<br><b>Term:</b> 5 Years<br><b>DIN:</b> 07781787 | Appointed on April 04, 2017 | NIL |
|----|---|-----------------------------|-----|

\*Our Company has received a Notice dated April 13, 2017 from Registrar of Companies, Mumbai for removal of name of AT Terminal Logistics Private Limited from the Register of Companies [Pursuant to sub-section (1) of section 248 of the Companies Act, 2013 and rule 3 of the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016. The Company is in the process of Striking off the name of the Company from the Register of Companies.

#### BRIEF BIOGRAPHIES OF OUR DIRECTORS



**Mr. Makarand Pradhan Prabhakar**, aged 53 years, is the Promoter and the Managing Director of our Company. He is a Commerce Graduate from Mumbai University. He was working with Forbes Gokak Ltd. before he joined hands with other promoters to start our Company. He is Director of the company since 1995 and has vast experience in Freight Forwarding and Logistics Industry stretching over thirty years. He is also associated with various Overseas Organisations and is in the best position to lead the Company. At present, he is elected as a Chairman of the Consolidators Association of India (CAI). He primarily oversees the Business Policies of the Companies along with the other members of the Board of Directors. He has been responsible for the strategic decision of the restructuring of our Company, initiating the closure of CFS business. Post closure, our company has consolidated its position with a healthy bottom line and more focused and market-oriented approach.



**Mr. Sanjiv Arvind Potnis**, aged 49 Years, is the Promoter and Executive Director of our Company. He is a commerce graduate. He started his career with Dolphin Chartering Services Pvt. Ltd. and later joined Forbes Gokak Ltd. He has an experience of over 25 years in field of Freight Forwarding & Offshore Operations and exposure to shipping industry. He is elected as Chairman of Bombay Freight Brokers Association (BOFBA). He is looking after Sales & Marketing for the Company across India. He also has significant experience in the field of administration and market development. Fundamental in ensuring the continuous growth of the organisation, An avid traveller, he is the driving force behind the business plans of the current set-up which has made the company, one of the largest consolidator in the country.



**Mr. Shrikant Damodar Nibandhe**, aged 52 Years, is the Promoter and Executive Director of our Company. He is a Commerce Graduate and has diverse experience of thirty years in Logistics, Freight Forwarding and Management of Container Freight Stations (CFSs). A great support system during the development of the organisation, Mr. Shrikant, has been associated with our Company as Director since June 1998. He is actively involved in all discussions with International Associates and also Deliberations and Managerial discussions. Apart from these key responsibilities, he also leads various other functions like Corporate Communication, Finance and Human Resources. With a clear vision and a strong urge to create a successful company, he is set to lead the company to newer heights and increase its footprints in time to come.



**Ms. Leena Prashant Salvi**, aged 45 years, is the Non-Executive Director of our Company. She holds degree of Bachelor in Commerce. She has significant experience in the field of administration.



**Mr. Abhishek Ramesh Talwar**, aged 43 years, is the Non-Executive and Independent Director of our Company. He holds Diploma in hotel management from IHM, Ahmedabad and has simultaneously completed BA in political science. He is an alumnus of IHM Ahmedabad and IIM Ahmedabad. He has handled national roles at KLM Royal Dutch Airlines and VFS Global and he has also been running his own activations and experiential marketing firm for last 6 years. His overall experience counts for over 20 years across the hospitality, aviation and media industry, across various roles ranging from Operations to sales and content generation.



**Mr. Sunil Gajanan Kshirsagar**, aged 53 years, is the Non - Executive & Independent Director of our Company. He is commerce & law graduate from Mumbai University. He was practicing Co-operative law for about 8 years. He has 25 years of experience in the Capital Markets & dealing in Money market instruments with bank & financial institutions.

## CONFIRMATIONS

As on the date of this Draft Prospectus:

1. No Directors of the Company are related to each other pursuant to the provisions of Sec 2 (77) of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
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 abovementioned 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) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
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. For further details refer Chapter titled “Outstanding Litigation and Material Developments” beginning on page 248 of this Draft Prospectus.

#### **REMUNERATION / COMPENSATION OF DIRECTORS**

Directors 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 and other applicable laws and regulations. Except Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Mr. Shrikant Damodar Nibandhe who have been paid Gross Compensation of Rs. 48.00 Lakhs each during Fiscal Year 2016-17, none of our Directors had received any remuneration during preceding financial year.

#### **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.

The following table details the shareholding of our Directors as on the date of this Draft Prospectus.

| <b>Sr. No.</b> | <b>Name of the Director</b>    | <b>No. of Equity Shares</b> | <b>% of Pre Issue Equity Share Capital</b> | <b>% of Post Issue Equity Share Capital</b> |
|----------------|--------------------------------|-----------------------------|--|---|
| 1.             | Mr. Makarand Pradhan Prabhakar | 24,92,000                   | 23.67                                      | 17.42                                       |
| 2.             | Mr. Sanjiv Arvind Potnis       | 24,92,000                   | 23.67                                      | 17.42                                       |
| 3.             | Mr. Shrikant Damodar Nibandhe  | 12,44,000                   | 11.82                                      | 8.70  |
| 4.             | Ms. Leena Prashant Salvi       | 24,94,000                   | 23.69                                      | 17.43                                       |
| 5.             | Mr. Abhishek Ramesh Talwar     | Nil                         | Nil  | Nil   |
| 6.             | Mr. Sunil Gajanan Kshirsagar   | Nil                         | Nil  | Nil   |

#### **INTERESTS OF DIRECTORS**

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

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors,



members, promoters, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares, if any.

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

Except as stated in the chapter “Our Management” and ‘Related Party Transactions’ beginning on pages 148 and 179 respectively of this Draft Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

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

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

### **PROPERTY INTEREST**

Except as stated/referred to in the heading titled “Land & Properties” beginning on page 129 of thisDraft Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

### **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

| <b>Name</b>                    | <b>Date of event</b> | <b>Nature of event</b> | <b>Reason</b>                                       |
|--------------------------------|----------------------|------------------------|---|
| Mr. Makarand Pradhan Prabhakar | March 22, 2017       | Change in Designation  | Appointment as Managing Director                    |
| Ms. Leena Prashant Salvi       | April 04, 2017       | Appointment            | Appointment as Non-Executive Director               |
| Mr. Abhishek Ramesh Talwar     | April 04, 2017       | Appointment            | Appointment as Non-Executive & Independent Director |
| Mr. Sunil Gajanan Kshirsagar   | April 04, 2017       | Appointment            | Appointment as Non-Executive & Independent Director |

### **BORROWING POWERS OF THE BOARD**

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on March 23, 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 on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company’s bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs.100Crore (Rupees One Hundred Crore Only).



## CORPORATE GOVERNANCE

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

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

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

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

- A. Audit Committee
- B. Stakeholder Relationships Committee
- C. Nomination and Remuneration Committee

### **1. Audit Committee**

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on April 26, 2017.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013. The committee presently comprises the following three (3) directors.

#### **Composition of Audit Committee:**

| Name of the Director           | Status   | Nature of Directorship               |
|--------------------------------|----------|--------------------------------------|
| Mr. Abhishek Ramesh Talwar     | Chairman | Non-Executive & Independent Director |
| Mr. Sunil Gajanan Kshirsagar   | Member   | Non-Executive & Independent Director |
| Mr. Makarand Pradhan Prabhakar | Member   | Managing Director                    |

Mr. Abhishek Ramesh Talwar is the Chairman of the Audit Committee.

The Company Secretary of the Company acts as the Secretary to the Audit committee.



### **Role of the audit committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors 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.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the half yearly and annual 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, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
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 on 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 review the functioning of the Whistle Blower mechanism, in case the same exists.



19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Implementation of Indian Accounting Standards as and when they become(s) applicable to the Company.
22. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

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

#### **Powers of the Audit Committee:**

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

#### **2. Stakeholder Relationships Committee**

Our Company has constituted a Stakeholder Relationships Committee ("*Stakeholder Relationships Committee*") to redress the complaints of the shareholders. The stakeholder relationships committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on April 26, 2017.

#### **Composition of Stakeholder Relationships Committee**

| <b>Name of the Director</b>  | <b>Status</b> | <b>Nature of Directorship</b>        |
|------------------------------|---------------|--------------------------------------|
| Mr. Sunil Gajanan Kshirsagar | Chairman      | Non-Executive & Independent Director |
| Mr. Abhishek Ramesh Talwar   | Member        | Non-Executive & Independent Director |
| Mr..Sanjiv Arvind Potnis     | Member        | Executive Director                   |

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



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

### 3. Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on April 26, 2017.

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

| <b>Name of the Director</b>  | <b>Status</b> | <b>Nature of Directorship</b>        |
|------------------------------|---------------|--------------------------------------|
| Mr. Sunil Gajanan Kshirsagar | Chairman      | Non-Executive & Independent Director |
| Mr. Abhishek Ramesh Talwar   | Member        | Non-Executive & Independent Director |
| Ms. Leena Prashant Salvi     | Member        | Non-Executive Director               |

Mr. Sunil Gajanan Kshirsagar is the Chairman of the Nomination and Remuneration Committee.

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

#### **Role of Nomination and Remuneration Committee are:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. 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.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.



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

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

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



## ORGANIZATIONAL STRUCTURE







### **Functional Heads of our Company:**

**Mr. Satish Mhatre** aged 37 years, is the Head of operations of our Company. He has completed his higher secondary certificate(HSC). He is having more than 14 years of experience in the field of operations and he is associated with our Company since September 01, 2003.

**Ms. Maya Sajit** aged 41 years, is the Pricing Head of our Company. She holds a degree of Diploma in Foreign Trade management. She is having more than 19 years of experience in customer service and pricing and she is associated with our Company since June 23, 1998.

**Mr. Kaushal Buch** aged 41 years, is the General Manager of our Company. He holds a degree of Graduate in Commerce. He is having more than 19 years of experience in Marketing and he is associated with our Company since June 23, 1998.

**Ms. Anushree Narendra Kore** aged 39 years, is the accounts Manager of our Company. She holds a degree of Graduate in Commerce. She is having more than 17 years of experience in Accounts management and she is associated with our Company since January1, 2000.

**Mr. Anup Shikarkhane** aged 41 years, is the HR Manager of our Company. He holds a degree of Graduate in Commerce. He is having more than 14 years of experience in HR management and he is associated with our Company since January 01, 2003.

### **KEY MANAGERIAL PERSONNEL**

#### **Mr. Makarand Pradhan Prabhakar** (*Promoter and Managing Director*)

Mr. Makarand Pradhan Prabhakar, aged 53 years, is the Promoter and the Managing Director of our Company. He is a Commerce Graduate from Mumbai University. He was working with Forbes Gokak Ltd. before he joined hands with other promoters to start our Company. He is Director of the company since 1995 and has vast experience in Freight Forwarding and Logistics Industry stretching over thirty years. He is also associated with various Overseas Organisations and is in the best position to lead the Company. At present, he is elected as a Chairman of the Consolidators Association of India (CAI). He primarily oversees the Business Policies of the Companies along with the other members of the Board of Directors. He has been responsible for the strategic decision of the restructuring of our Company, initiating the closure of CFS business. Post closure, our company has consolidated its position with a healthy bottom line and more focused and market-oriented approach. He has earned a gross remuneration of Rs.48.00 Lakhs during Financial Year 2016-17

#### **Mr. Shrikant Damodor Nibandhe** (*Executive Director &Chief Financial Officer*)

Mr. Shrikant Damodar Nibandhe, aged 52 Years, is the Promoter and Executive Director of our Company. He is a Commerce Graduate and has diverse experience of thirty years in Logistics, Freight Forwarding and Management of Container Freight Stations (CFSs). A great support system during the development of the organisation, Mr. Shrikant, has been associated with our Company as Director since June1998. He is actively involved in all discussions with International Associates and also Deliberations and Managerial discussions. Apart from these key responsibilities, he also leads various other functions like Corporate Communication, Finance and Human Resources. With a clear vision and a strong urge to create a successful company, he is set to lead the company to newer heights and increase its footprints in time to come. He has earned a gross remuneration of Rs.48.00 Lakhs during Financial Year 2016-17

#### **Mr. Bhavik S Trivedi** (*Company Secretary&Compliance Officer*)

Mr. Bhavik S Trivedi, aged 31 years, is the Company Secretary &Compliance Officerof the Company. He is an associate member of the Institute of the Company Secretaries of India and also holds graduate degree in commerce. He joined the Company onApril 24, 2017. Since he joined the Company in FY 2017-18, therefore no remuneration has been paid to him during Financial Year 2016-17.



## **RELATIONSHIPS BETWEEN KEY MANAGERIAL PERSONNEL**

There is no family relationship between the key managerial personnel.

## **FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL**

There is no relationship between the Key Managerial Personnel and Director of our Company pursuant to the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009,

## **ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS**

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

## **SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

Mr. Makarand Pradhan Prabhakar and Mr. Shrikant Damodar Nibandhe holds 24,92,000 and 12,44,000 Equity shares respectively of our Company as on the date of this Draft Prospectus.

## **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 Key Managerial Personnel.

## **LOANS TO KEY MANAGERIAL PERSONNEL**

No loans and advances given to the Key Managerial Personnel as on the date of this Draft 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.

Except as disclosed in this Draft Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration and reimbursement of expenses.

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

## **CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) 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>                                       |
|-------------------------------------|--|----------------------|---|
| Mr. Makarand Pradhan Prabhakar      | Managing Director                      | March 22, 2017       | Appointed as Managing Director                      |
| Mr. Shrikant Damodar Nibandhe       | Chief Financial Officer                | March 22, 2017       | Appointed as Chief Financial Officer                |
| Mr. Bhavik S Trivedi                | Company Secretary & Compliance Officer | April 24, 2017       | Appointed as Company Secretary & Compliance Officer |

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**

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 181 of this Draft Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.



## OUR PROMOTERS AND PROMOTER GROUP

### OUR INDIVIDUAL PROMOTERS

1. Mr. Makarand Pradhan Prabhakar
2. Mr. Sanjiv Arvind Potnis
3. Mr. Shrikant Damodar Nibandhe

### DETAILS OF OUR INDIVIDUAL PROMOTERS

#### 1. Mr. Makarand Pradhan Prabhakar



**Mr. Makarand Pradhan Prabhakar**, aged 53 years, is the Promoter and the Managing Director of our Company. He is a Commerce Graduate from Mumbai University. He was working with Forbes Gokak Ltd. before he joined hands with other promoters to start our Company. He is Director of the company since 1995 and has vast experience in Freight Forwarding and Logistics Industry stretching over thirty years. He is also associated with various Overseas Organisations and is in the best position to lead the Company. At present, he is elected as a Chairman of the Consolidators Association of India (CAI). He primarily oversees the Business Policies of the Companies along with the other members of the Board of Directors. He has been responsible for the strategic decision of the restructuring of our Company, initiating the closure of CFS business. Post closure, our company has consolidated its position with a healthy bottom line and more focused and market-oriented approach.

| Particulars              | Details  |
|--------------------------|--|
| Permanent Account Number | AAJPP8907C   |
| Passport No.             | Z3494426   |
| Bank Account Details     | Bharat Bank Co-op. Bank Limited<br>Account No. 018010100008499<br>3A/1604, Dhiraj Dreams ChsBldg No-3, LBS Marg<br>Bhandup(West), Mumbai 400078. |

#### 2. Mr. Sanjiv Arvind Potnis



**Mr. Sanjiv Arvind Potnis**, aged 49 Years, is the Promoter and Executive Director of our Company. He is a commerce graduate. He started his career with Dolphin Chartering Services Pvt. Ltd. and later joined Forbes Gokak Ltd. He has an experience of over 25 years in field of Freight Forwarding & Offshore Operations and exposure to shipping industry. He is elected as Chairman of Bombay Freight Brokers Association (BOFBA). He is looking after Sales & Marketing for the Company across India. He also has significant experience in the field of administration and market development. Fundamental in ensuring the continuous growth of the organisation, An avid traveller, he is the driving force behind the business plans of the current set-up which has made the company, one of the largest consolidator in the country.

| Particulars              | Details    |
|--------------------------|------------|
| Permanent Account Number | AAHPP6869K |
| Passport No.             | Z2195413   |



|                      |   |
|----------------------|---|
| Bank Account Details | Kotak Mahindra Bank<br>Account No.3211506354<br>16 Ground Floor, Shantiniketan Society Versova,<br>Andheri(West) Mumbai - 400061. |
|----------------------|---|

### 3. Mr. Shrikant Damodar Nibandhe



**Mr. Shrikant Damodar Nibandhe**, aged 52 Years, is the Promoter and Executive Director of our Company. He is a Commerce Graduate and has diverse experience of thirty years in Logistics, Freight Forwarding and Management of Container Freight Stations (CFSs). A great support system during the development of the organisation, Mr. Shrikant, has been associated with our Company as Director since June 1998. He is actively involved in all discussions with International Associates and also Deliberations and Managerial discussions. Apart from these key responsibilities, he also leads various other functions like Corporate Communication, Finance and Human Resources. With a clear vision and a strong urge to create a successful company, he is set to lead the company to newer heights and increase its footprints in time to come.

| Particulars              | Details   |
|--------------------------|---|
| Permanent Account Number | AAEPN2479A  |
| Passport No.             | Z3895180  |
| Bank Account Details     | Bank of India<br>Account No. 000310100038627<br>C-1303, 13th Floor, Shreeji Ville Almeda Road, Opp<br>Nitin Co, Panchpakadi, Thane Mumbai 400602. |

### OUR PROMOTER GROUP

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

#### a) Individual Promoter

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

| Sr. No. | Relationship | Mr. Makarand Pradhan Prabhakar  | Mr. Sanjiv Arvind Potnis     | Mr. Shrikant Damodar Nibandhe    |
|---------|--------------|---------------------------------|------------------------------|----------------------------------|
| 1.      | Father       | Mr. Prabhakar Vinayak Pradhan   | Mr. Arvind Vishwanath Potnis | Mr. Damodar Vishwannath Nibandhe |
| 2.      | Mother       | Ms. Mrunalini Prabhakar Pradhan | Ms. Amita Arvind Potnis      | Ms. Meena Damodar Nibandhe       |
| 3.      | Spouse       | Ms. Vrinda Makarand Pradhan     | Ms. Simran Sanjiv Potnis     | Ms. Sneha Shrikant Nibandhe      |



|     |                |                                |  |  |
|-----|----------------|--------------------------------|--|--|
| 4.  | Brother        | Mr. Abhijeet Prabhakar Pradhan | -  | -  |
| 5.  | Sister         | -                              | -  | Ms. Asha Damodar Niandhe                                       |
| 6.  | Children       | Mr. Aditya Makarand Pradhan    | 1. Mr. Siddharth Sanjiv Potnis<br>2. Ms. Sanjana Sanjiv Potnis | 1. Mr. Jay Shrikant Nibandhe<br>2. Ms. Gauri Shrikant Nibandhe |
| 7.  | Spouse Father  | Mr. Ramesh Datatray Vaidya     | Mr. Govinder Singh   | Mr. Vijaykumar Shamrao Deshpande                               |
| 8.  | Spouse Mother  | Ms. Ranjana Ramesh Vaidya      | Mr. Gurdeepak Kaur   | Ms. Geetanjali Vijaykumar Deshpande                            |
| 9.  | Spouse Brother | Mr. Nishad Vaidya              | -  |  |
| 10. | Spouse Sister  | Ms. PrajaktaGupte              | Ms. Simrit Kaur  | 1. Ms. Rhuta Deshpande<br>2. Ms. Pallavi Deshpande             |

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

| Relationship with promoter  | Promoters   |  |   |
|---|---|--|---|
|   | Mr. Makarand Pradhan Prabhakar  | Mr. Sanjiv Arvind Potnis   | Mr. Shrikant Damodar Nibandhe   |
| Any company in which 10% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member | 1. WSA Shpg Bombay Private Limited<br>2. Jag Software Solutions Private Limited<br>3. CLA Express Private Limited | 1. WSA Shpg Bombay Private Limited<br>2. Jag Software Solutions Private Limited<br>3. CLA Express Private Limited<br>4. Artemis Translog Private Limited | 1. WSA Shpg Bombay Private Limited<br>2. Jag Software Solutions Private Limited<br>3. CLA Express Private Limited |
| Any company in which a company (mentioned above) holds 10% of the total holding   | NIL   |  |   |
| Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 10% of the total holding   | NIL   |  |   |



## **OTHER UNDERTAKINGS AND CONFIRMATIONS**

Our Company confirms that the details of Permanent Account Number, Bank Account Number and Passport Number of the Promoters will be submitted with this Draft Prospectus to the NSE, where the securities of our Company are proposed to be listed.

## **COMMON PURSUITS OF OUR PROMOTERS**

None of the Promoter Group Company is having business objects similar to our business except WSA Shpg Bombay Private Limited, CLA Express Private Limited, AT Terminal Logistics Private Limited and Artemis Translog Private Limited as mentioned in the Chapter “Our Group Entities” beginning on page 172 of this Draft Prospectus.

## **INTEREST OF THE PROMOTERS**

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

Our promoters are Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Mr. Shrikant Damodar Nibandhe. Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

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

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

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

As on the date of this Draft Prospectus, our Promoters Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Mr. Shrikant Damodar Nibandhe hold 24,92,000, 24,92,000 and 12,44,000 Equity Shares respectively of our Company and are therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company our Promoters do not hold any other interest in our Company.

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

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Statements’ and ‘Capital Structure’ on pages 148, 181 and 67 respectively of this Draft Prospectus. Further as on the date of this Draft Prospectus, there is no bonus or profit sharing plan for our Promoters.

## **CONFIRMATIONS**

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled “Outstanding Litigation and Material Developments” on page 248 of this Draft Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

## **RELATED PARTY TRANSACTIONS**

Except as disclosed in the “Related Party Transactions” beginning on page 179 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoters.



## OUR SUBSIDIARIES

Our Company has 100% shareholding of CP World Logistics India Private Limited and OneWorld Logistics Private Limited as on the date of this Draft Prospectus and therefore, CP World Logistics India Private Limited and OneWorld Logistics Private Limited are a wholly owned subsidiary of our Company. Our Company has 64% shareholding of Total Transport Systems Private Limited (Nepal) as on the date of this Draft Prospectus and therefore Total Transport Systems Private Limited (Nepal) is partially owned subsidiary.

The Details of the Subsidiary Companies are given below:

### 1. CP World Logistics India Private Limited

#### Corporate Information

CP World Logistics India Private Limited was established on October 31, 2008. The Registered office of the Company is situated at 701-705, T-Square, Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai-400072. The Permanent Account Number (PAN) of Company is AADCC9714D.

The object of the Company is:

1. To carry on the business of shipping forwarding and cleaning logistics warehousing, transportation and to trade in and/or with marine and/or freight containers other equipment of all description in connection with movement of goods and materials in India and/or in any part of the world and all other allied activities
2. To act as agents/ consultants, appoint agent/sub-agents, load, unload, stuff, de-stuff, handle, inspect certify, water-house, transport Marine containers and other equipments of all descriptions in connection with movement of goods and materials.

#### Board of Directors

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Sanjiv Arvind Potnis       | Director    |
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |

#### Capital Structure

| Particulars                            | No. of Equity Shares                   |
|--|--|
| Authorised Share Capital               | 5,00,000 Equity Shares of Rs.10/- each |
| Issued, Subscribed and Paid-up Capital | 10,000 Equity Shares of Rs.10/- each   |

#### Change in capital structure

There has been no change in the capital structure of CP World Logistics India Private Limited in the last six months prior to filing of this Draft Prospectus.





## Shareholding Pattern

The Shareholding Pattern of CP World Logistics India Private Limited as on date of this Draft Prospectus:

| Name                                    | No. of Shares held | Percentage (%) |
|---|--------------------|----------------|
| Total Transport Systems Private Limited | 9,999              | 99.99          |
| Mr. Makarand Pradhan Prabhakar*         | 1                  | 0.01           |
| <b>Total</b>                            | <b>10,000</b>      | <b>100.00</b>  |

\*Mr. Makarand Pradhan Prabhakar holds 1 share on behalf of our Company.

## Financial Information

(Rs. In Lakhs)

| Particulars  | March 31, 2017 | March 31, 2016 | March 31, 2015 |
|--|----------------|----------------|----------------|
| Equity Capital   | 1.00           | 1.00           | 1.00           |
| Reserve (Excluding Revaluation Reserve)                | 56.93          | 41.57          | 31.44          |
| Total Income   | 1153.53        | 1567.84        | 1365.74        |
| Profit after Tax                                       | 15.36          | 10.13          | 10.36          |
| Earnings Per Share (Basic) (Rs.)                       | 154.00         | 101.00         | 104.00         |
| Earnings Per Share (Diluted) (Rs.)                     | 154.00         | 101.00         | 104.00         |
| Net worth  | 57.93          | 42.57          | 32.44          |
| Net Asset Value per Share of face value Rs. 10/- (Rs.) | 579.27         | 425.71         | 324.44         |

## 2. OneWorld Logistics Private Limited.

### Corporate Information

OneWorldLogistics Private Limited was established on January 08, 2010. The Registered office of the Company is situated at 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai-400072. The Permanent Account Number (PAN) of Company is AABC02355C. The Purpose of the Company is to carry on the business of Freight Forwarders, Air, Road and Shipping Agents, Multi Modal Transport Operator, Logistics Provider, Clearing and Forwarding Agent, Ship Management, and Shipping Intermediates, in any part of India or abroad, and to render all types of services required for loading and unloading of goods, custom clearance, transport and other personal services required by Shipping Lines, Container Leasing Companies, Road Transport Operators and Air Lines.



## Board of Directors

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Sanjiv Arvind Potnis       | Director    |
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |

## Capital Structure

| Particulars                            | No. of Equity Shares                   |
|--|--|
| Authorised Share Capital               | 5,00,000 Equity Shares of Rs.10/- each |
| Issued, Subscribed and Paid-up Capital | 1,00,000 Equity Shares of Rs.10/- each |

## Change in capital structure

There has been no change in the capital structure of OneWorld Logistics Private Limited in the last six months prior to filing of this Draft Prospectus.

## Shareholding Pattern

The Shareholding Pattern of OneWorld Logistics Private Limited as on date of this Draft Prospectus:

| Name                                    | No. of Shares held | Percentage (%) |
|---|--------------------|----------------|
| Total Transport Systems Private Limited | 99,999             | 99.99          |
| Makarand Pradhan Prabhakar              | 1                  | 0.01           |
| <b>Total</b>                            | <b>1,00,000</b>    | <b>100</b>     |

## Financial Information

(Rs. In Lakhs)

| Particulars                             | March 31, 2017 | March 31, 2016 | March 31, 2015 |
|---|----------------|----------------|----------------|
| Equity Capital                          | 10.00          | 10.00          | 10.00          |
| Reserve (Excluding Revaluation Reserve) | (46.87)        | (46.78)        | (46.62)        |
| Total Income                            | NIL            | NIL            | NIL            |
| Profit after Tax                        | (0.09)         | (0.16)         | (0.76)         |



| Particulars  | March 31, 2017 | March 31, 2016 | March 31, 2015 |
|--|----------------|----------------|----------------|
| Earnings Per Share (Basic) (Rs.)                       | (0.09)         | (0.16)         | (0.76)         |
| Earnings Per Share (Diluted) (Rs.)                     | (0.09)         | (0.16)         | (0.76)         |
| Net worth  | (36.87)        | (36.78)        | (36.62)        |
| Net Asset Value per Share of face value Rs. 10/- (Rs.) | (36.87)        | (36.78)        | (36.62)        |

### 3. Total Transport Systems Private Limited (Nepal):

#### Corporate Information

Total Transport Systems Private Limited was incorporated in Nepal on May 21, 2011 pursuant to sub-section (1) of section 5 of the Companies Act 2006. The Registered Office of the Company is situated at Kathmandu Metropolitan City – 32, Kathmandu, Nepal. The Company is carrying on the business of:

1. Transportation of several goods and materials of an individual, company, organizations and government and non-governmental agencies.
2. International Cargo and other complimentary services.
3. Transportation services for import and export of the goods as well as domestic transport service.
4. Transportation services of daily consumable goods to the remote areas that has an access of transportation.
5. Purchasing the vehicles for transportation such as Truck, Lorry, etc.
6. Perform consultation, coordination, agreement with the national and international individual, company and institutions and offer an agency services.
7. Operate transportation services with the permission and licenses from home country as well as the foreign countries (if needed) to operate transport services.

#### Board of Directors

| Name                      | Designation |
|---------------------------|-------------|
| Mr. Haripati Lal Shrestha | Director    |
| Mr. Sanjiv Arvind Potnis  | Director    |

#### Capital Structure

| Particulars                            | No. of Equity Shares                   |
|--|--|
| Authorised share Capital               | 25,000 Equity Shares of NPR 100/- each |
| Issued, Subscribed and Paid-up Capital | 25,000 Equity Shares of NPR 100/- each |



## Shareholding Pattern

The Shareholding Pattern of Total Transport Systems Private Limited as on date of this Draft Prospectus:

| Name                                    | No. of Shares held | Percentage (%) |
|---|--------------------|----------------|
| Total Transport Systems Private Limited | 16,000             | 64.00          |
| Mr. Haripati Lal Shrestha               | 9,000              | 36.00          |
| <b>Total</b>                            | <b>25,000</b>      | <b>100.00</b>  |

## Financial Information

(Rs. In Lakhs)

| Particulars  | March 31, 2017 | March 31, 2016 | March 31, 2015 |
|--|----------------|----------------|----------------|
| Equity Capital   | 15.63          | 15.63          | 15.63          |
| Reserve (Excluding Revaluation Reserve)                | NIL            | NIL            | NIL            |
| Total Income   | 170.97         | 102.24         | 120.43         |
| Profit after Tax                                       | 5.03           | (6.04)         | 1.12           |
| Earnings Per Share (Basic) (Rs.)                       | 20.00          | (24.00)        | 4.00           |
| Earnings Per Share (Diluted) (Rs.)                     | 20.00          | (24.00)        | 4.00           |
| Net worth  | 13.32          | 8.15           | 12.99          |
| Net Asset Value per Share of face value NPR 100/- each | 53.00          | 33.00          | 52.00          |

\* Conversion rate of 1.60NPR=1INR

## SIGNIFICANT SALE OR PURCHASE BETWEEN OUR COMPANY AND SUBSIDIARIES

For details please refer to chapter titled 'Related Party Transactions' beginning on page 179 of this Draft Prospectus.

## BUSINESS INTEREST BETWEEN OUR COMPANY AND THE SUBSIDIARIES

Except as disclosed in the sections titled "Our Business" and "Related Party Transactions" on page 114 and 179 respectively, none of the Subsidiary has any other business interest in our Company.

For details of the financial amounts involved in these transactions, see the section titled "Related Party Transactions" on page 179 of this Draft Prospectus.

## OTHER CONFIRMATIONS

### Listing

Our Subsidiaries are not listed on any stock exchange in India or abroad. Our Subsidiaries have not been refused listing of any securities at any time, by any of the recognised stock exchanges in India or abroad. Our Subsidiaries have not made any public or rights issue in the three years preceding the date of this Draft Prospectus.

### Sale or purchase of shares of our Subsidiaries during the last six months

Neither our Promoters, nor the members of our Promoter Group or our Directors or their relatives have sold or purchased securities of our Subsidiaries during the six months preceding the date of this Draft Prospectus.



## OUR GROUP ENTITIES

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

### Our Group Entities includes:

1. Artemis Translog Private Limited
2. Jag Software Solutions Private Limited
3. WSA Shpg Bombay Private Limited
4. AT Terminal Logistics Private Limited
5. CLA Express Private Limited

### The details of our Group Entities are provided below:

#### 1. Artemis Translog Private Limited:

##### Corporate Information

Artemis Translog Private Limited was established on June 1, 2011. The Registered office of the Company is situated at Office No. 305, B Wing, Hermes Atrium, Plot No 57, Sector No. 11, Near BP Marine Academy, CBD Belapur, Navi Mumbai, Mumbai-400614. The Permanent Account Number (PAN) of Company is AAJCA7028A. The Company is carrying on business of Owning & operating Fleet of all type of Road Transport Vehicles, operating in all type of cargo transport by Road, Railway. Sea & Air providing end to end Logistics Services including warehousing and to establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power.

##### Board of Directors

The Directors of Artemis Translog Private Limited as on the date of this Prospectus are as follows:

| Name                               | Designation |
|------------------------------------|-------------|
| Mr. Santosh Sukumar                | Director    |
| Mr. Radhakrishnan VenkataramanIyer | Director    |

##### Shareholding Pattern

The Shareholding Pattern of Artemis Translog Private Limited as on date of this Prospectus:

| Name  | No. of Shares held | Percentage (%) |
|---|--------------------|----------------|
| Mr. Sanjiv Arvind Potnis                            | 30,000             | 50             |
| M/s. ARR Maritime & Allied Services Private Limited | 30,000             | 50             |
| <b>Total</b>  | <b>60,000</b>      | <b>100</b>     |



## Financial Information

(Rs. In Lakhs)

| Particulars  | March 31, 2016 | March 31, 2015 | March 31, 2014 |
|--|----------------|----------------|----------------|
| Equity Capital   | 6.00           | 6.00           | 6.00           |
| Reserve (Excluding Revaluation Reserve)                | (37.00)        | 7.59           | (51.09)        |
| Total Income   | 140.44         | 197.01         | 273.78         |
| Profit after Tax                                       | (44.59)        | (44.80)        | 3.63           |
| Earnings Per Share (Basic) (Rs.)                       | (74.32)        | (74.67)        | 6.04           |
| Earnings Per Share (Diluted) (Rs.)                     | (74.32)        | (74.67)        | 6.04           |
| Net worth  | (31.00)        | 13.59          | (45.09)        |
| Net Asset Value per Share of face value Rs. 10/- (Rs.) | (51.67)        | 22.65          | (75.14)        |

## 2. Jag Software Solutions Private Limited:

### Corporate Information

Jag Software Solutions Private Limited was incorporated on July 15, 2011 under the provisions of Companies Act, 1956. The Registered Office of the Company is situated at 428, Avior Nirmal Galaxy LBS Road, Mulund (West), Mumbai 400080, Maharashtra. The Permanent Account Number (PAN) of the Company is AACJ6341G. The Company is carrying on the business of manufacturing, preparing, marketing, wholesale distribution and selling, importing, exporting, storing, maintaining and otherwise handling and dealing in all kinds and varieties of Computer Hardware and Software, and related raw materials, parts and components; to provide its clients and customers innovative & quality Hardware and Software; to assist the clients and customers to achieve effective use of the products and services provided; to deal in all requisite Hardware and Software products for Office, Home, Factories business customers or authorities in India or elsewhere; to provide business consultancy, marketing consultancy, installation, maintenance, repair, training and other after-sale services; to own, acquire, maintain and operate Hardware and Software facilities; to undertake research and development in furtherance of such business activities.

### Board of Directors

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Sanjiv Arvind Potnis       | Director    |
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |
| Mr. Gopi Radhakrishnan Menon   | Director    |



## Shareholding Pattern

The Shareholding Pattern of Jag Software Solutions Private Limited as on date of this Draft Prospectus:

| Name                           | No. of Shares held | Percentage (%) |
|--------------------------------|--------------------|----------------|
| Mr. Makarand Prabhakar Pradhan | 2,267              | 22.67          |
| Mr. Sanjiv Arvind Potnis       | 2,266              | 22.66          |
| Mr. Shrikant Damodar Nibandhe  | 2,267              | 22.67          |
| Mr. Gopi Radhakrishnan Menon   | 3,200              | 32.00          |
| <b>Total</b>                   | <b>10,000</b>      | <b>100</b>     |

## Financial Information

(Rs. In Lakhs)

| Particulars  | March 31, 2016 | March 31, 2015 | March 31, 2014 |
|--|----------------|----------------|----------------|
| Equity Capital   | 1.00           | 1.00           | 1.00           |
| Reserve (Excluding Revaluation Reserve)                | 1.86           | 1.57           | 1.99           |
| Total Income   | 27.81          | 22.21          | 35.43          |
| Profit after Tax                                       | 0.29           | (0.42)         | 0.34           |
| Earnings Per Share (Basic) (Rs.)                       | 2.93           | (4.22)         | 3.42           |
| Earnings Per Share (Diluted) (Rs.)                     | 2.93           | (4.22)         | 3.42           |
| Net worth  | 2.86           | 2.57           | 2.99           |
| Net Asset Value per Share of face value Rs. 10/- (Rs.) | 28.65          | 25.71          | 29.93          |

## 3. WSA Shpg Bombay Private Limited:

### Corporate Information

WSA Shpg Bombay Private Limited was incorporated on June 23, 1998 under the provisions of Companies Act, 1956. The Registered Office of the Company is situated at 701-705, T-Square, Opp Chandivali Petrol, Sakinaka, Andheri (East), Mumbai 400072, Maharashtra. The Permanent Account Number (PAN) of Company is AAACW2373B. The Company is carrying on the business of Transportation of goods, merchandise, live stock, passengers, and freight of all kinds and description between different places in India and in foreign countries from time to time by Sea, Land or Air or in combination of any or all of them and to carry on all or any of the following business i.e. general carriers, clearing and forwarding agents, handling of cargo, Packers and Movers, Warehousemen, Store-Keepers bonded Carmen and common Carmen.

### Board of Directors

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Sanjiv Arvind Potnis       | Director    |
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |



## Shareholding Pattern

The Shareholding Pattern of WSA Shpg Bombay Private Limited as on date of this Draft Prospectus:

| Name                           | No. of Shares held | Percentage (%) |
|--------------------------------|--------------------|----------------|
| Mr. Sanjiv Arvind Potnis       | 2,500              | 25.00          |
| Mr. Makarand Pradhan Prabhakar | 2,500              | 25.00          |
| Mr. Shrikant Damodar Nibandhe  | 2,500              | 25.00          |
| Ms. Leena Prashant Salvi       | 2,500              | 25.00          |
| <b>Total</b>                   | <b>10,000</b>      | <b>100</b>     |

## Financial Information

(Rs. In Lakhs)

| Particulars  | March 31, 2016 | March 31, 2015 | March 31, 2014 |
|--|----------------|----------------|----------------|
| Equity Capital   | 1.00           | 1.00           | 1.00           |
| Reserve (Excluding Revaluation Reserve)                | 180.02         | 216.24         | 533.83         |
| Total Income   | 0.04           | 0.04           | 12.03          |
| Profit after Tax                                       | (36.22)        | (317.59)       | (319.16)       |
| Earnings Per Share (Basic) (Rs.)                       | (362)          | (3176)         | (3192)         |
| Earnings Per Share (Diluted) (Rs.)                     | (362)          | (3176)         | (3192)         |
| Net worth  | 181.02         | 217.24         | 534.83         |
| Net Asset Value per Share of face value Rs. 10/- (Rs.) | 1810.20        | 2172.41        | 5348.28        |

## 4. AT Terminal Logistics Private Limited:

### Corporate Information

AT Terminal Logistics Private Limited was incorporated on November 30, 2010 under the provisions of Companies Act, 1956. The Registered Office of the Company is situated at Shop No. 9, Kukreja Estates, Sector-11, CBD, Belapur, Navi Mumbai – 400614, Raigarh, Maharashtra. The Company is carrying on the business of:

1. To carry on the business as a logistics company and for that purpose to establish, organize, arrange, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as transporters in all its branches on Land, air, water and space for transporting and handling raw materials, documents, passengers, goods, articles or things on all routes and lines on national and international level subject to the law in force, through all sorts of carriers powered or propelled by any form of power and moving on earth, rail, road, air and water like cranes, fork lift, motor vehicles, trucks, lorries, tankers, tractors, dumpers, coaches, jeeps, trailers, motorbuses, railways, aircrafts, hovercrafts, ships, vessels, boats, bages.
2. To carry on Business of Developers of CFS (Containers Freight Station) and ICD'S (Inland Containers Depot).





## Board of Directors

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |

## Shareholding Pattern

The Shareholding Pattern of AT Terminal Logistics Private Limited as on date of this Draft Prospectus:

| Name                           | No. of Shares held | Percentage (%) |
|--------------------------------|--------------------|----------------|
| Mr. Makarand Pradhan Prabhakar | 750                | 7.50           |
| Mr. Sanjiv Arvind Potnis       | 750                | 7.50           |
| Mr. Shrikant Damodar Nibandhe  | 750                | 7.50           |
| Ms. Leena Prashant Salvi       | 750                | 7.50           |
| Mr. Haroon Mohammadali Shaikh  | 2350               | 23.50          |
| Mr. Ramzan Mohammadali Shaikh  | 2350               | 23.50          |
| Mr. Navid Mohammadali Shaikh   | 2300               | 23.00          |
| <b>Total</b>                   | <b>10,000</b>      | <b>100.00</b>  |

\*Company has received a Notice dated April 13, 2017 from Registrar of Companies, Mumbai for removal of name of a Company from the Register of Companies [Pursuant to sub-section (1) of section 248 of the Companies Act, 2013 and rule 3 of the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016]. The Company is in the process of Striking off the name of the Company from the Register of Companies.

## 5. CLA Express Private Limited:

### Corporate Information

CLA Express Private Limited was incorporated on April 19, 2017 under the provisions of Companies Act, 2013. The Registered Office of the Company is situated at 701-705, T-Square, Saki Vihar Road, Sakinaka, Opp Chandivali Petrol Pump, Andheri (East), Mumbai 400072, Maharashtra. The Permanent Account Number (PAN) of the Company is AAGCC9588A. The Company is carrying on the business of:

1. To provide, develop, establish, run, manage, operate courier services for ecommerce platforms and services providers in all its branches and manifestations for collecting and delivering to customers, either by own arrangements or through representatives or agents any goods, articles or things on behalf of the ecommerce platforms or service providers from one place to another in India or abroad and to act as agents, concessionaires, franchisers, booking agents for all types of courier activities.
2. To provide general logistical support to ecommerce platforms with respect to storage, transportation, delivery of goods, articles, and things, and to act as distributors, and also provide services to customers of ecommerce platform with respect to delivering, collecting, returning products.
3. To carry on business for the carriage and delivery of commercial or personal goods, papers, business documents and documentation and as a General Carriers, forwarding agents, warehouse men, bonded



warehouse men and carriers multinational services, air, rail, road and sea any part of the world handler services as commission agents, consultants for carriers forwarding agents.

### Board of Directors

The Directors of CLA Express Private Limited as on the date of this Prospectus are as follows:

| Name                           | Designation |
|--------------------------------|-------------|
| Mr. Sanjiv Arvind Potnis       | Director    |
| Mr. Makarand Pradhan Prabhakar | Director    |
| Mr. Shrikant Damodar Nibandhe  | Director    |
| Mr. Ken Chiang                 | Director    |

### Shareholding Pattern

The Shareholding Pattern of CLA Express Private Limited as on date of this Prospectus:

| Name                           | No. of Shares held | Percentage (%) |
|--------------------------------|--------------------|----------------|
| Mr. Sanjiv Arvind Potnis       | 10,000             | 20             |
| Mr. Makarand Pradhan Prabhakar | 10,000             | 20             |
| Mr. Shrikant Damodar Nibandhe  | 10,000             | 20             |
| Mr. Ken Chang                  | 20,000             | 40             |
| <b>Total</b>                   | <b>50,000</b>      | <b>100</b>     |

*Since CLA Express Private Limited was established on April 19, 2017, the first financial year of the Company will be closed March 31, 2018 as decided by Board of Directors.*

### CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of security laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Group Entities has a negative net worth except Artemis Translog Private Limited as on the date of this Prospectus.

### INTERESTS OF OUR GROUP COMPANIES

None of our Group Companies are interested in the promotion of our Company except as disclosed in the section titled "Financial Statements" beginning on page 181 of this Prospectus and to the extent of their shareholding in our Company. Our Group Companies do not have any other interest in our Company, including in relation to property or land acquired by our Company.

### SICK COMPANIES / WINDING UP

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



## LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group Entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 248 of this Prospectus.

## DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any of the companies/partnership firms except Artemis Translog Private Limited, ARR Maritime and Allied Services Private Limited, ARR Maritime International Terminals(India) Private Limited during preceding three years. The details are as follow:

| Name of Promoter           | Name of Company   |
|----------------------------|---|
| Makarand Pradhan Prabhakar | ARR Maritime and Allied Services Private Limited, and ARR Maritime International Terminals(India) Private Limited |
| Sanjiv Arvind Potnis       | Artemis Translog Private Limited  |

## SALES/PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

There have been no sales/purchases between our Company and Group Entities during the financial year 2016-17 except as mentioned in Related Party Transactions. For further details please refer to chapter titled 'Related Party Transactions' beginning on page 179 of this Prospectus.

## COMMON PURSUITS

None of our Group Entities have objects similar to that of our Company's business except WSA Shpg Bombay Private Limited, AT Terminal Logistics Private Limited, Artemis Translog Private Limited and CLA Express Private Limited. Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.



## RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to **Annexure VIII** of restated financial statement under the section titled, '*Financial Statements*' beginning on page 181 this Draft Prospectus.



## **DIVIDEND POLICY**

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

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

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not paid any dividend in the previous five Financial Years.



## SECTION V – FINANCIAL INFORMATION

### FINANCIAL INFORMATION, AS RESTATED

#### **INDEPENDENT AUDITOR'S REPORT AS REQUIRED BY SECTION 26 OF COMPANIES ACT, 2013 WITH RULE 4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014**

To,  
**The Board of Directors,**  
**Total Transport Systems Limited**  
(Formerly Total Transport Systems Private Limited.)  
701-705, T-Square  
Opp. Chandivali Petrol Pump,  
Sakinaka, Andheri (East)  
Mumbai, Maharashtra – 400 072

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of **Total Transport Systems Limited** (Formerly Total Transport Systems Pvt Ltd. and hereinafter referred to as “the Company”) as approved by the Board of Directors of the Company in their meeting on June 03, 2017, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘SEBI Regulations’), the Guidance Note on ‘Reports in Company’s Prospectus (Revised)’ issued by the Institute of Chartered Accountants of India (‘ICAI’) to the extent applicable (‘Guidance Note’), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated April 26, 2017, in connection with the proposed Initial Public Offer (IPO) of the Company.
2. These Restated Standalone Financial Information (included in Annexure I to XIII) have been extracted by the Management of the Company from:
  - (a) The Company’s Standalone Audited Financial Statements for the years ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, which have been approved by the Board of Directors at their meeting held on 26<sup>th</sup> April, 2017, 24<sup>th</sup> August, 2016, 7<sup>th</sup> September, 2015, 27<sup>th</sup> August, 2014 and 25<sup>th</sup> September, 2013 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Standalone Financial Information, are the responsibility of the Company’s Management. The Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013 have been audited by ASNAJ & Co. as sole statutory auditors and had issued unqualified reports for these years.
3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
  - (i) The Restated Standalone Statement of Assets and Liabilities as at 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out under Annexure – I (along with Annexures I.1 to I.16) to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Standalone Financial Statements’ appearing in Annexure VI are after making such adjustments



and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the abovementioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

- (ii) The Restated Standalone Statement of Profit and Loss of the Company for the years ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – II (along with Annexures II.1 to II.6) to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Standalone Financial Statements’ appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the abovementioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
  - (iii) The Restated Standalone Statement of Cash flows of the Company for the years ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – III (to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Standalone Financial Statements’ appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Standalone Financial Information:
- (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at March 31, 2017.
  - (b) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate to; and;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments.
5. We have also examined the following other Restated Standalone Financial Information as set out in the Annexures to this report and forming part of the Restated Standalone Financial Information, prepared by the management of the Company and approved by the Board of Directors on May 27, 2017, relating to the company for the years ended 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013:
- i) Restated Standalone Statement of Share Capital included in Annexure – I.1;
  - ii) Restated Standalone Statement of Reserve & Surplus included in Annexure – I.2;
  - iii) Restated Standalone Statement of Long Term Borrowings included in Annexure I.3;



- iv) Restated Standalone Statement of Deferred Tax liability/Assets (net) included in Annexure I.4;
  - v) Restated Standalone Statement of Long Term Provisions included in Annexure I.5;
  - vi) Restated Standalone Statement of Short Term Borrowings included in Annexure I.6;
  - vii) Restated Standalone Statement of Trade Payables included in Annexure I.7;
  - viii) Restated Standalone Statement of Other Current Liabilities included in Annexure I.8;
  - ix) Restated Standalone Statement of Short Term Provisions included in Annexure I.9;
  - x) Restated Standalone Statement of Fixed Assets included in Annexure I.10;
  - xi) Restated Standalone Statement of Non – Current Investments included in Annexure I.11;
  - xii) Restated Standalone Statement of Long Term Loans and Advances included in Annexure I.12;
  - xiii) Restated Standalone Statement of Trade Receivables included in Annexure I.13;
  - xiv) Restated Standalone Statement of Cash and Cash Equivalents included in Annexure I.14;
  - xv) Restated Standalone Statement of Short Term Loans and Advances included in Annexure I.15;
  - xvi) Restated Standalone Statement of Other Current Assets included in Annexure I.16;
  - xvii) Restated Standalone Statement of Revenue from Operations included in Annexure II.1;
  - xviii) Restated Standalone Statement of Other Income included in Annexure II.2;
  - xix) Restated Standalone Statement of Purchase of Services included in Annexure II.3;
  - xx) Restated Standalone Statement of Employees Benefit Expenses included in Annexure II.4;
  - xxi) Restated Standalone Statement of Finance Cost included in Annexure II.5;
  - xxii) Restated Standalone Statement of Other Expenses included in Annexure II.6;
  - xxiii) Restated Standalone Statement of Contingent Liabilities, included in Annexure VII;
  - xxiv) Restated Standalone Statement of Related Party Transaction, included in Annexure VIII;
  - xxv) Restated Standalone Statement of Accounting Ratios, included in Annexure IX;
  - xxvi) Restated Standalone Statement of Capitalisation, included in Annexure X;
  - xxvii) Restated Standalone Statement of Tax Shelters, included in Annexure XI.
  - xxviii) Restated Standalone Statement of Financial Indebtedness, included in Annexure XII.
  - xxix) Restated Standalone Statement of Dividend, included in Annexure XIII.
6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. In our opinion, the above Restated Standalone Financial Information contained in Annexure I to XIII to this report read along with the Basis of Preparation and Significant Accounting policies

(Refer Annexure – IV) and Notes to Restated Standalone Financial Information (Refer Annexure – VI) after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI





Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

**For RPMD & Associates**

Chartered Accountants

ICAI Firm Regn No: 005961C

Rahul Jain

Partner

Mem No: 518352

**Place:** Delhi

**Date:** June 3, 2017



# ANNEXURE – I: RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Lakhs)

| Sr. No.   | Particulars                                      | Note No.    | As at 31st March |                 |                 |                 |                 |
|-----------|--|-------------|------------------|-----------------|-----------------|-----------------|-----------------|
|           |  |             | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>A.</b> | <b>Equity and Liabilities</b>                    |             |                  |                 |                 |                 |                 |
| <b>1</b>  | <b>Shareholders' Funds</b>                       |             |                  |                 |                 |                 |                 |
|           | Share Capital                                    | <b>I.1</b>  | 500.00           | 500.00          | 500.00          | 50.00           | 50.00           |
|           | Reserves & Surplus                               | <b>I.2</b>  | 722.17           | 163.21          | 1,744.67        | 1,922.81        | 1,450.58        |
|           | <b>Share application money pending allotment</b> |             |                  |                 |                 |                 |                 |
| <b>2</b>  | <b>Non-Current Liabilities</b>                   |             |                  |                 |                 |                 |                 |
|           | Long-term borrowings                             | <b>I.3</b>  | 274.56           | 255.93          | 312.34          | 403.31          | 814.74          |
|           | Deferred Tax Liabilities (Net)                   | <b>I.4</b>  | -                | -               | -               | 9.93            | 10.21           |
|           | Long Term Provisions                             | <b>I.5</b>  | 295.63           | 232.22          | 204.81          | 99.28           | 69.28           |
| <b>3</b>  | <b>Current Liabilities</b>                       |             |                  |                 |                 |                 |                 |
|           | Short Term Borrowings                            | <b>I.6</b>  | 1,503.41         | 1,026.26        | 1,104.75        | 1,125.87        | 1,073.29        |
|           | Trade Payables                                   | <b>I.7</b>  | 1,694.97         | 3,042.66        | 2,822.56        | 1,733.70        | 1,325.57        |
|           | Other Current Liabilities                        | <b>I.8</b>  | 121.67           | 349.95          | 387.65          | 429.65          | 446.26          |
|           | Short Term Provisions                            | <b>I.9</b>  | -                | -               | -               | -               | -               |
|           | <b>Total</b>                                     |             | <b>5,112.41</b>  | <b>5,570.24</b> | <b>7,076.78</b> | <b>5,774.55</b> | <b>5,239.93</b> |
| <b>B.</b> | <b>Assets</b>                                    |             |                  |                 |                 |                 |                 |
| <b>4</b>  | <b>Non-Current Assets</b>                        |             |                  |                 |                 |                 |                 |
|           | Fixed Assets                                     |             |                  |                 |                 |                 |                 |
|           | Tangible Assets                                  | <b>I.10</b> | 801.87           | 885.12          | 1,016.94        | 1,199.70        | 1,259.38        |
|           | Intangible Assets                                |             | -                | -               | -               | -               | -               |
|           | Capital Work in Progress                         |             | -                | -               | -               | -               | -               |
|           | Deferred Tax Assets (Net)                        | <b>I.4</b>  | 92.78            | 61.08           | 48.03           | -               | -               |
|           | Non - Current Investments                        | <b>I.11</b> | 17.76            | 20.78           | 20.78           | 20.78           | 20.78           |
|           | Long Term Loans and Advances                     | <b>I.12</b> | 36.49            | 42.53           | 88.66           | 85.45           | 67.72           |
| <b>5</b>  | <b>Current Assets</b>                            |             |                  |                 |                 |                 |                 |
|           | Trade Receivables                                | <b>I.13</b> | 3,223.29         | 2,805.75        | 4,308.26        | 3,599.61        | 3,104.01        |
|           | Cash and Cash Equivalents                        | <b>I.14</b> | 188.75           | 1,072.22        | 908.26          | 345.30          | 280.11          |
|           | Short-term loans and advances                    | <b>I.15</b> | 747.12           | 636.73          | 651.76          | 506.32          | 500.53          |
|           | Other Current Assets                             | <b>I.16</b> | 4.35             | 46.04           | 34.10           | 17.38           | 7.40            |
|           | <b>Total</b>                                     |             | <b>5,112.41</b>  | <b>5,570.24</b> | <b>7,076.78</b> | <b>5,774.55</b> | <b>5,239.93</b> |



## ANNEXURE – II: RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

| Sr. No    | Particulars   | Note No.    | For The Year Ended March 31, |                   |                  |                  |                  |
|-----------|---|-------------|------------------------------|-------------------|------------------|------------------|------------------|
|           |   |             | 2017                         | 2016              | 2015             | 2014             | 2013             |
| <b>A.</b> | <b>Revenue:</b>   |             |                              |                   |                  |                  |                  |
|           | Revenue from Operations (gross)                               | <b>II.1</b> | 19,964.62                    | 22,772.92         | 25,830.77        | 24,629.43        | 21,853.72        |
|           | Less: Excise Duty   |             | -                            | -                 | -                | -                | -                |
|           | Revenue from operations (net)                                 | <b>II.1</b> | 19,964.62                    | 22,772.92         | 25,830.77        | 24,629.43        | 21,853.72        |
|           | Other income  | <b>II.2</b> | 35.56                        | 117.71            | 63.38            | 42.74            | 17.45            |
|           | <b>Total revenue</b>  |             | <b>20,000.18</b>             | <b>22,890.63</b>  | <b>25,894.16</b> | <b>24,672.17</b> | <b>21,871.17</b> |
| <b>B.</b> | <b>Expenses:</b>  |             |                              |                   |                  |                  |                  |
|           | Purchase of Services  | <b>II.3</b> | 16,246.19                    | 18,813.93         | 22,122.10        | 20,895.88        | 18,014.68        |
|           | Employee benefit expenses                                     | <b>II.4</b> | 1,502.44                     | 1,369.16          | 1,463.35         | 1,298.58         | 2,108.78         |
|           | Finance costs   | <b>II.5</b> | 395.15                       | 394.89            | 321.69           | 286.79           | 190.02           |
|           | Depreciation and Amortization                                 | <b>I.10</b> | 104.25                       | 146.22            | 214.78           | 144.40           | 120.79           |
|           | Other expenses  | <b>II.6</b> | 1,224.90                     | 1,299.07          | 1,348.53         | 1,281.49         | 1,016.98         |
|           | <b>Total Expenses</b>   |             | <b>19,472.92</b>             | <b>22,023.26</b>  | <b>25,470.45</b> | <b>23,907.15</b> | <b>21,451.26</b> |
|           | <b>Profit/(Loss) before tax from Continuing Operations</b>    |             | <b>527.26</b>                | <b>867.37</b>     | <b>423.70</b>    | <b>765.02</b>    | <b>419.91</b>    |
|           | <b>Profit/(Loss) before tax from discontinuing Operations</b> |             | -                            | (2,461.89)        | -                | -                | -                |
|           | <b>Profit/(Loss) before tax from operating activities</b>     |             | <b>527.26</b>                | <b>(1,594.51)</b> | <b>423.70</b>    | <b>765.02</b>    | <b>419.91</b>    |
|           | <b>Tax expense:</b>   |             |                              |                   |                  |                  |                  |
|           | Current tax   |             | 107.51                       | -                 | 202.82           | 293.08           | 115.00           |
|           | MAT Credit  |             | (107.51)                     | -                 | -                | -                | -                |
|           | Deferred Tax  |             | (31.70)                      | (13.06)           | (57.96)          | (0.28)           | 22.58            |
|           | <b>Profit/(Loss) for the period/ year</b>                     |             | <b>558.96</b>                | <b>(1,581.46)</b> | <b>278.84</b>    | <b>472.22</b>    | <b>282.32</b>    |
|           | CSR Expenses  |             | -                            | -                 | -                | -                | -                |
|           | <b>Profit/(Loss) for the period/ year</b>                     |             | <b>558.96</b>                | <b>(1,581.46)</b> | <b>278.84</b>    | <b>472.22</b>    | <b>282.32</b>    |
|           | <b>Earning per equity share in Rs.:</b>                       |             |                              |                   |                  |                  |                  |
|           | (1) Basic   |             | 5.59                         | (15.81)           | 2.79             | 4.72             | 2.82             |
|           | (2) Diluted   |             | 5.59                         | (15.81)           | 2.79             | 4.72             | 2.82             |



### ANNEXURE – III: RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. In Lakhs)

| Particulars   | For The Year Ended March 31, |                   |                 |                 |                 |
|---|------------------------------|-------------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016              | 2015            | 2014            | 2013            |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Profit/ (Loss) before tax   | 527.26                       | (1,594.51)        | 423.70          | 765.02          | 419.91          |
| Adjustments for:  |                              |                   |                 |                 |                 |
| Depreciation  | 104.25                       | 146.22            | 214.78          | 144.40          | 120.79          |
| Finance Expense   | 395.15                       | 394.89            | 321.69          | 286.79          | 190.02          |
| Bad Debts written off   | (0.39)                       | 0.14              | 1.00            | 100.11          | 0.77            |
| Interest/ Other Income Received                                     | (35.56)                      | (117.69)          | (63.38)         | (42.74)         | (13.67)         |
| Profit/(Loss) on Sale of Fixed Assets                               | -                            | (0.02)            | -               | -               | (3.78)          |
| <b>Operating profit before working capital changes</b>              | <b>990.72</b>                | <b>(1,170.98)</b> | <b>897.79</b>   | <b>1,253.58</b> | <b>714.04</b>   |
| Movements in working capital:                                       |                              |                   |                 |                 |                 |
| (Increase)/ Decrease in Inventories                                 | -                            | -                 | -               | -               | -               |
| (Increase)/Decrease in Trade Receivables                            | (417.16)                     | 1,502.38          | (709.65)        | (595.72)        | (841.93)        |
| (Increase)/Decrease in Other Current Assets                         | 41.68                        | (11.94)           | (16.72)         | (9.98)          | (10.45)         |
| (Increase)/Decrease in Loans & Advances                             | (110.39)                     | 15.02             | (145.44)        | (5.79)          | (456.14)        |
| Increase/(Decrease) in Trade Payables and Other Current Liabilities | (1,512.57)                   | 209.82            | 1,152.40        | 421.52          | 538.37          |
| <b>Cash generated from operations</b>                               | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>1,178.38</b> | <b>1,063.62</b> | <b>(56.11)</b>  |
| CSR Expenses  | -                            | -                 | -               | -               | -               |
| Income tax paid during the year                                     | -                            | -                 | 202.82          | 293.08          | 115.00          |
| <b>Net cash from operating activities (A)</b>                       | <b>(1,007.71)</b>            | <b>544.30</b>     | <b>975.56</b>   | <b>770.54</b>   | <b>(171.11)</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Purchase of Fixed Assets  | (21.01)                      | (14.38)           | (38.99)         | (84.72)         | (353.46)        |
| Purchase of Long Term Investments                                   | 3.02                         | -                 | -               | -               | -               |
| Purchase of Current Investments                                     | -                            | -                 | -               | -               | -               |
| Sale of Fixed Assets  | -                            | -                 | -               | -               | 24.40           |
| Sale of Current Investments   | -                            | -                 | -               | -               | -               |
| Long Term Loans & Advances  | 6.03                         | 46.13             | (3.20)          | (17.73)         | -               |
| Interest Received / Other Income                                    | 35.56                        | 117.69            | 63.38           | 42.74           | 13.67           |
| <b>Net cash from investing activities (B)</b>                       | <b>23.60</b>                 | <b>149.44</b>     | <b>21.19</b>    | <b>(59.70)</b>  | <b>(315.39)</b> |
| Proceeds from issue of share capital/application money              | -                            | -                 | -               | -               | -               |
| Interest paid on borrowings   | (395.15)                     | (394.89)          | (321.69)        | (286.79)        | (190.02)        |
| Proceeds/(Repayment) of Borrowings                                  | 477.14                       | (78.48)           | (21.12)         | 52.57           | 720.99          |



|   |               |                 |                 |                 |               |
|---|---------------|-----------------|-----------------|-----------------|---------------|
| Proceeds/ (Repayment) of Unsecured Loans                      | 18.63         | (56.41)         | (90.97)         | (411.42)        | 51.49         |
| <b>Net cash from financing activities (C)</b>                 | <b>100.63</b> | <b>(529.78)</b> | <b>(433.78)</b> | <b>(645.64)</b> | <b>582.46</b> |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>      | (883.48)      | 163.96          | 562.96          | 65.19           | 95.96         |
| <b>Cash and cash equivalents at the beginning of the year</b> | 1,072.22      | 908.26          | 345.30          | 280.11          | 184.15        |
| <b>Cash and cash equivalents at the end of the year</b>       | <b>188.75</b> | <b>1,072.22</b> | <b>908.26</b>   | <b>345.30</b>   | <b>280.11</b> |



## ANNEXURE – IV

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### **Basis of Preparation and Significant Accounting Policies and Practices of the Restated Standalone Financial Statements for the years ended 31<sup>st</sup> March 2017, 2016, 2015, 2014, 2013 and 2012.**

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#### **1) Company Overview**

The Company is engaged in freight and forwarding services, primarily on consolidation of cargo on both import and export.

#### **2) Basis of Preparation of Financial Statement**

1. The Restated Standalone Financial Statements of Assets and Liabilities of the Company as at 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013 and the related Restated Standalone Statement of Profit and Loss and Cash Flows for the year ended on 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013 (collectively referred to as “Restated Standalone Financial Information”) have been prepared specifically for the purpose of inclusion in the Draft Prospectus/ Prospectus to be filed by the Company with the Stock Exchange / Securities and Exchange Board of India (SEBI) / Registrar of Companies (ROC) in connection with the proposed Initial Public Offering (hereinafter referred to as ‘IPO’).
2. The Restated Standalone Financial Information has been prepared by applying necessary adjustments to:
  - a. the Standalone Financial Statements (‘financial Statement’) of the Company for the years ended 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013, prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India (‘Indian GAAP’), the provisions of the Companies Act, 1956 ( up to 31<sup>st</sup> March 2014), and notified sections, schedules and rules of the Companies Act, 2013 (with the effect from 1<sup>st</sup> April 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;
3. With effect from 1<sup>st</sup> April 2014, Schedule III notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year’s figures have been regrouped/reclassified wherever applicable. Appropriate reclassification/regrouping have been made in the Restated Standalone Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest Lakh.

#### **3) Significant Accounting Policies**

##### **1. Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent.



## 2. Revenue Recognition

Revenue (Income) is recognized on accrual basis when no significant uncertainty as to measurability or collect ability exists. Export Incentives under various schemes are recognized as income. Revenues are reported net of discounts.

Dividends are recorded when the right to receive payable is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

## 3. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

## 4. Fixed Assets

Fixed Assets are stated at cost net of duty credit availed less accumulated depreciation and impairments, if any. The cost includes cost of acquisition/construction, installation and preoperative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are ready for use.

## 5. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets have been provided on the written down method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from 1<sup>st</sup> April 2014 and depreciation on tangible fixed assets upto 31<sup>st</sup> March 2014 was provided at the rates and manner prescribed in schedule in Schedule XIV of the Companies Act, 1956.

| Asset                  | Useful Life |
|------------------------|-------------|
| Building & Civil Works | 30 Years    |
| Office Equipment       | 15 Years    |
| Vehicle                | 8 Years     |
| Furniture & Fixture    | 10 Years    |
| Computer               | 3 Years     |

## 6. Investments

Long-term investments are stated at cost, less provision for other than temporary diminution in value.



## **7. Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will fructify. Deferred tax expenses or benefit is recognized on timing differences being the difference between taxable income and accounting income tax originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to release such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction for relevant taxpaying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

## **8. Borrowing Cost**

As per Accounting Standard -16, borrowing cost attributable to the acquisition of fixed assets is capitalized as part of the cost of fixed assets till the date it is put to use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.

## **9. Impairment of Assets**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each case generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.





## **10. Earnings per share**

The company reports basic and diluted earnings per share (EPS) in accordance with the Accounting Standard 20(AS-20) issued by the Institute of Chartered Accountants of India. The basic EPS is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding, during the accounting period. Diluted earnings per equity share are computed by using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

## **11. Foreign currency transactions**

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

Assets and liabilities denominated in foreign currency are converted at the exchange rates prevailing as at the balance sheet date. Exchange differences other than those relating to acquisition of fixed assets are recognized in the statement of profit and loss. Exchange differences relating to purchase of fixed assets are adjusted to the carrying cost of fixed assets

## **12. Provisions, Contingent liabilities and Contingent assets**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) 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 and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

## **13. Employees Benefits**

- (i) Liabilities towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- (ii) The benefits in the form of contribution to Provident Fund and Employees State Insurance are considered as the defined contribution schemes and are recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

## **14. Related Party Transactions**

Disclosure is being made separately for all the transactions with related parties as specified under Accounting Standard 18, issued by the Institute Chartered Accountants of India.

## **15. General**

Prepaid expenses and prior period expenses /income up to Rs. 5,000/- in each case are charged to relevant heads of account of the current year.

## **16. Micro, Small & Medium Enterprises Development Act, 2006**

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming



their status as Micro, Small and Medium Enterprises. Consequently, the amount paid/ payable to these parties during the year is not ascertainable. Consequently, as of now, it is neither possible for the Company to ascertain whether payment to such enterprises has been made within 45 days from the date of acceptance of supply of goods or services rendered by a supplier nor to give the relevant disclosures as required under the Act. This has been relied upon by the auditors.

#### ANNEXURE - I.1: RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

| Particulars                           | As at 31st March |               |               |              |              |
|---------------------------------------|------------------|---------------|---------------|--------------|--------------|
|                                       | 2017             | 2016          | 2015          | 2014         | 2013         |
| <b>Authorised</b>                     |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 100.00       | 100.00       |
| <b>Issued</b>                         |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 50.00        | 50.00        |
| <b>Subscribed &amp; Fully Paid-up</b> |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 50.00        | 50.00        |
| <b>Total</b>                          | <b>500.00</b>    | <b>500.00</b> | <b>500.00</b> | <b>50.00</b> | <b>50.00</b> |

##### I.1. Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

##### I.1.2 Reconciliation of No. of Shares Outstanding at the end of the year

| Particulars                                     | As at 31st March |                  |                  |                |                |
|---|------------------|------------------|------------------|----------------|----------------|
|   | 2017             | 2016             | 2015             | 2014           | 2013           |
| Shares outstanding at the beginning of the year | 5,000,000        | 5,000,000        | 500,000          | 500,000        | 500,000        |
| Bonus Shares issued during the year             | -                | -                | 4,500,000        | -              | -              |
| Shares bought back during the year              | -                | -                | -                | -              | -              |
| Any other movement (please specify)             | -                | -                | -                | -              | -              |
| Share outstanding at the end of the year        | <b>5,000,000</b> | <b>5,000,000</b> | <b>5,000,000</b> | <b>500,000</b> | <b>500,000</b> |

I.1.3 As per records of the company, including its register of shareholders/member and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

##### I.1.4 Details of Shareholding more than 5% of the aggregate shares in the company

| Name of Shareholder       | As at 31st March |               |          |               |          |               |         |               |         |               |
|---------------------------|------------------|---------------|----------|---------------|----------|---------------|---------|---------------|---------|---------------|
|                           | 2017             |               | 2016     |               | 2015     |               | 2014    |               | 2013    |               |
|                           | NOS              | % of Holdi ng | NOS      | % of Holdi ng | NOS      | % of Holdi ng | NOS     | % of Holdi ng | NOS     | % of Holdi ng |
| Shrikant Damodar Nibandhe | 6,25,000         | 12.50 %       | 1,25,000 | 25.00 %       | 1,25,000 | 25.00 %       | 125,000 | 25.00 %       | 125,000 | 25.00 %       |
| Leena Prashant Salvi      | 1,25,000         | 25.00 %       | 1,25,000 | 25.00 %       | 1,25,000 | 25.00 %       | 125,000 | 25.00 %       | 125,000 | 25.00 %       |



|                            |           |         |           |         |           |         |         |         |         |         |
|----------------------------|-----------|---------|-----------|---------|-----------|---------|---------|---------|---------|---------|
| Makarand Pradhan Prabhakar | 12,49,000 | 24.98 % | 1,250,000 | 25.00 % | 1,250,000 | 25.00 % | 125,000 | 25.00 % | 125,000 | 25.00 % |
| Sanjiv Arvind Potnis       | 12,49,000 | 24.98 % | 1,250,000 | 25.00 % | 1,250,000 | 25.00 % | 125,000 | 25.00 % | 125,000 | 25.00 % |
| Sneha Shrikant Nibandhe    | 6,25,000  | 12.50 % | -         | -       | -         | -       | -       | -       | -       | -       |

#### ANNEXURE – I.2: Restated Standalone Statement of Reserves and Surplus

(Rs. In Lakhs)

| Particulars                                       | As at 31st March |               |                 |                 |                 |
|---|------------------|---------------|-----------------|-----------------|-----------------|
|   | 2017             | 2016          | 2015            | 2014            | 2013            |
| <b>Share Premium Account</b>                      |                  |               |                 |                 |                 |
| Balance as at the beginning of the year           | -                | -             | -               | -               | -               |
| Add: Share Premium received during the year       | -                | -             | -               | -               | -               |
| Less: Bonus Shares Issued                         | -                | -             | -               | -               | -               |
| Balance as at the end of the year                 | -                | -             | -               | -               | -               |
| <b>General Reserve</b>                            |                  |               |                 |                 |                 |
| Balance as at the beginning of the year           | 76.04            | 76.04         | 76.04           | 76.04           | 76.04           |
| Add: Profit for the year                          | -                | -             | -               | -               | -               |
| Balance as at the end of the year                 | <b>76.04</b>     | <b>76.04</b>  | <b>76.04</b>    | <b>76.04</b>    | <b>76.04</b>    |
| <b>Balance in Statement of Profit &amp; Loss</b>  |                  |               |                 |                 |                 |
| Balance as at the beginning of the year           | 87.17            | 1,668.63      | 1,846.77        | 1,374.54        | 1,092.22        |
| Add: Profit for the year                          | 558.96           | (1,581.46)    | 278.84          | 472.22          | 282.32          |
| Less: Bonus Shares Issued                         |                  |               | (450.00)        |                 |                 |
| Less: Addl Depreciation pursuant to change of law |                  |               | (6.98)          |                 |                 |
| Balance as at the end of the year                 | <b>646.13</b>    | <b>87.17</b>  | 1,668.63        | 1,846.77        | 1,374.54        |
| <b>Grand Total</b>                                | <b>722.17</b>    | <b>163.21</b> | <b>1,744.67</b> | <b>1,922.81</b> | <b>1,450.58</b> |

#### ANNEXURE – I.3: Restated Standalone Statement of Long Term Borrowings

(Rs. In Lakhs)

| Particulars        | As at 31st March |         |             |         |             |         |             |         |             |         |
|--------------------|------------------|---------|-------------|---------|-------------|---------|-------------|---------|-------------|---------|
|                    | 2017             |         | 2016        |         | 2015        |         | 2014        |         | 2013        |         |
|                    | Non-Current      | Current | Non-Current | Current | Non-Current | Current | Non-Current | Current | Non-Current | Current |
| <b>Secured:</b>    |                  |         |             |         |             |         |             |         |             |         |
| <b>Term Loan:</b>  |                  |         |             |         |             |         |             |         |             |         |
| <i>From Banks:</i> |                  |         |             |         |             |         |             |         |             |         |



|   |        |   |       |      |        |       |        |       |        |       |
|---|--------|---|-------|------|--------|-------|--------|-------|--------|-------|
| From Bank of India                            | -      | - | -     | -    | -      | 50.36 | 50.36  | 62.73 | 113.09 | 74.14 |
|   |        |   |       |      |        |       |        |       |        |       |
| <b>Vehicle Loans:</b>                         |        |   |       |      |        |       |        |       |        |       |
| Hdfc Car Loan Mercedes Benz E250 A/C 19502134 | -      | - | -     | -    | -      | 3.62  | 3.62   | 6.53  | 10.15  | 5.68  |
| Hdfc Car Loan Mercedes Benz                   | -      | - | -     | -    | -      | -     | -      | -     | -      | 1.25  |
| Hdfc Car Loan Scorpio                         |        |   |       | 1.14 | 1.14   | 3.18  | 4.31   | 2.86  |        |       |
| Volkswagen Car Loan A/C No. 20121009956       | -      | - | -     | -    |        | 0.46  | 0.46   | 2.00  | 2.46   | 1.91  |
| Hdfc Manza Aura Car Loan A/C No: 18549683     | -      | - | -     | -    | -      | -     |        | 0.17  | 0.17   | 1.94  |
| <b>Unsecured:</b>                             | -      | - | -     | -    | -      | -     | -      | -     | -      | -     |
| Loan from Related Parties                     |        |   |       |      |        |       |        |       |        |       |
| -Makarand Pradhan Prabhakar                   | 21.48  |   | 17.57 |      | 17.57  |       | 23.00  |       | 7.50   |       |
| -Sanjiv Arvind Potnis                         | 80.65  |   | 67.73 |      | 85.12  |       | 3.50   |       | 7.50   |       |
| -Shrikant Damodar Nibandhe                    | 107.27 |   | 93.04 |      | 119.23 |       | 3.50   |       | 7.50   |       |
| -Leena Prashant Salvi                         | 65.16  |   | 77.60 |      | 23.00  |       | 8.00   |       | 7.50   |       |
| -WSA Shpg Bombay Private Limited              | -      |   |       |      |        |       | 304.30 |       | 590.09 |       |
| -Miracle Shipping Agencies Pvt Ltd            |        |   |       |      |        |       |        |       | 33.18  |       |
|   |        |   |       |      |        |       |        |       |        |       |
| Loan from Other Than Related Parties          |        |   |       |      |        |       |        |       |        |       |
| - L & T Finance                               |        |   |       |      |        |       |        | 0.25  | 0.25   | 4.09  |
| - Indusind Bank Ltd                           |        |   |       |      |        | 2.27  | 2.27   | 21.83 |        |       |
| -Bajaj Finance Services 405Ppsb0043 6380      |        |   |       |      |        |       |        |       | 35.35  |       |



|  |               |          |               |              |               |               |               |              |               |              |
|--|---------------|----------|---------------|--------------|---------------|---------------|---------------|--------------|---------------|--------------|
| -Tata Capital Limited  | -             |          |               | 21.24        | 21.24         | 18.76         |               |              |               |              |
| -Kotak Mahindra Bank Limited   |               |          |               | 45.05        | 45.05         | 29.95         |               |              |               |              |
|  |               |          |               |              |               |               |               |              |               |              |
|  |               |          |               |              |               |               |               |              |               |              |
| <b>Total</b>   | <b>274.56</b> | <b>-</b> | <b>255.93</b> | <b>67.43</b> | <b>312.34</b> | <b>108.59</b> | <b>403.31</b> | <b>96.38</b> | <b>814.74</b> | <b>89.02</b> |
| Less: Amount Disclosed Under the Head "Other Current Liabilities" (Refer Note I.8) | -             | -        | -             | 67.43        | -             | 108.59        | -             | 96.38        |               | 89.02        |
| <b>Total</b>   | <b>274.56</b> | <b>-</b> | <b>255.93</b> | <b>-</b>     | <b>312.34</b> | <b>-</b>      | <b>403.31</b> | <b>-</b>     | <b>814.74</b> | <b>-</b>     |

Out of the above amounts outstanding from related parties are as follows:

(Rs. In Lakhs)

| Particulars                        | As at 31st March |          |               |          |               |          |               |          |               |          |
|------------------------------------|------------------|----------|---------------|----------|---------------|----------|---------------|----------|---------------|----------|
|                                    | 2017             |          | 2016          |          | 2015          |          | 2014          |          | 2013          |          |
|                                    | Non-Current      | Current  | Non-Current   | Current  | Non-Current   | Current  | Non-Current   | Current  | Non-Current   | Current  |
|                                    |                  |          |               |          |               |          |               |          |               |          |
| -Makarand Pradhan Prabhakar        | 21.48            |          | 17.57         |          | 17.57         |          | 23.00         |          | 7.50          | -        |
| -Sanjiv Arvind Potnis              | 80.65            |          | 67.73         |          | 85.12         |          | 3.50          |          | 7.50          | -        |
| -Shrikant Damodar Nibandhe         | 107.27           |          | 93.04         |          | 119.23        |          | 3.50          |          | 7.50          | -        |
| -Leena Prashant Salvi              | 65.16            |          | 77.60         |          | 23.00         |          | 8.00          |          | 7.50          | -        |
| -WSA Shpg Bombay Private Ltd       | -                |          |               |          |               |          | 304.30        |          | 590.09        |          |
| -Miracle Shipping Agencies Pvt Ltd |                  |          |               |          |               |          |               |          | 33.18         |          |
|                                    |                  |          |               |          |               |          |               |          |               |          |
| <b>Total</b>                       | <b>274.56</b>    | <b>-</b> | <b>255.93</b> | <b>-</b> | <b>244.92</b> | <b>-</b> | <b>342.30</b> | <b>-</b> | <b>653.27</b> | <b>-</b> |

Note I.3.1: There were no re-schedulement or default in the repayment of loans taken by the Company.

Note I.3.2: All Vehicle loans are secured against specific vehicles, repayment in monthly installments comprising 36 to 84 installments and carry rate of interest ranging from 9.75% to 10.95% p.a.

Note I.3.3: Loans taken form related parties carry nil rate of interest.

#### ANNEXURE – I.4: Restated Standalone Statement of Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

| Particulars                           | As at 31st March |       |       |       |       |
|---------------------------------------|------------------|-------|-------|-------|-------|
|                                       | 2017             | 2016  | 2015  | 2014  | 2013  |
| <b>Deferred Tax Assets</b>            |                  |       |       |       |       |
| Disallowance under the Income Tax Act | -                | -     | -     | -     | -     |
| Provision for gratuity                | 97.74            | 71.76 | 66.45 | 32.21 | 22.48 |



|   |                |                |                |              |              |
|---|----------------|----------------|----------------|--------------|--------------|
| Related to Fixed Assets                             | -              | -              | -              | -            | -            |
| <b>Total (a)</b>                                    | <b>97.74</b>   | <b>71.76</b>   | <b>66.45</b>   | <b>32.21</b> | <b>22.48</b> |
| <b>Deferred Tax Liability</b>                       |                |                |                |              |              |
| Preliminary expenses                                | -              | -              | -              | -            | -            |
| Related to Fixed Assets                             | 4.96           | 10.67          | 18.42          | 42.14        | 32.69        |
| Disallowance under the Income Tax Act               | -              | -              | -              | -            | -            |
| <b>Total (b)</b>                                    | <b>4.96</b>    | <b>10.67</b>   | <b>18.42</b>   | <b>42.14</b> | <b>32.69</b> |
| <b>Net deferred tax (asset)/liability-{(a)-(b)}</b> | <b>(92.78)</b> | <b>(61.08)</b> | <b>(48.03)</b> | <b>9.93</b>  | <b>10.21</b> |

#### ANNEXURE – I.5: Restated Standalone Statement of Long Term Provisions

(Rs. In Lakhs)

| Particulars            | As at 31st March |               |               |              |              |
|------------------------|------------------|---------------|---------------|--------------|--------------|
|                        | 2017             | 2016          | 2015          | 2014         | 2013         |
| Provision for gratuity | 295.63           | 232.22        | 204.81        | 99.28        | 69.28        |
| <b>Grand Total</b>     | <b>295.63</b>    | <b>232.22</b> | <b>204.81</b> | <b>99.28</b> | <b>69.28</b> |

#### ANNEXURE – I.6: Restated Standalone Statement of Short Term Borrowings

(Rs. In Lakhs)

| Particulars                                     | As at 31st March |                 |                 |                 |                 |
|---|------------------|-----------------|-----------------|-----------------|-----------------|
|   | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b><u>Secured Loan Repayable on Demand:</u></b> |                  |                 |                 |                 |                 |
| Cash Credit Limit from Bank of India            | 1050.67          | 1,026.26        | 1,090.18        | 689.77          | 709.48          |
| Working Capital Demand Loan from BOI            | 452.74           |                 |                 |                 |                 |
| Cash Credit Limit from Citi Bank                | -                | -               | 14.56           | 436.09          | 363.81          |
|   |                  |                 |                 |                 |                 |
| <b>Grand Total</b>                              | <b>1,503.41</b>  | <b>1,026.26</b> | <b>1,104.75</b> | <b>1,125.87</b> | <b>1,073.29</b> |

#### Notes: I.1.6.1

1. Cash credit limit from Bank of India of Rs. 10 Crore and Working Capital Demand Loan from Bank of India of Rs. 5 Crore is secured by Exclusive Charge on Book Debts by way of Hypothecation.

Collateral Security: (1) Equitable Mortgage of Unit No. 701, 702 at T-Square Opp Chandivali Petrol Pump Sakinaka, Andheri (East), Mumbai,

(2) Equitable Mortgage of Unit No. 703, 704, 705 at Opp Chandivali Petrol Pump Sakinaka, Andheri (East), Mumbai.

(3) Equitable Mortgage of Residential Property in the name of Director: Flat No 1604 & 1605, 16th Floor, A Wing, Kanjur Village, Mumbai.

(4) Equitable Mortgage of Residential Property in the name of Company: 10th Floor, Brick Kiln Road, Rurasawalkam Village, Chennai.

All credit facilities from Bank of India is guaranteed by following personal/corporate guarantee:

a. Makarand Pradhan Prabhakar, b. Shrikant Damodar Nibandhe, c. Sanjiv Arvind Potnis, d. Leena Prashant Salvi, e. WSA Shpg Bombay Private Limited, f. Vrinda Makarand Pradhan



#### ANNEXURE – I.7: Restated Standalone Statement of Trade Payables

(Rs. In Lakhs)

| Particulars                                    | As at 31st March |                 |                 |                 |                 |
|--|------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2017             | 2016            | 2015            | 2014            | 2013            |
| Payable to Micro, small and medium enterprises | -                | -               | -               | -               | -               |
| Payable to related parties                     | 312.43           | 259.62          | 257.02          | 37.19           | 25.16           |
| Payable to Others                              | 1,382.54         | 2,783.05        | 2,565.54        | 1,696.51        | 1,300.41        |
| <b>Grand Total</b>                             | <b>1,694.97</b>  | <b>3,042.66</b> | <b>2,822.56</b> | <b>1,733.70</b> | <b>1,325.57</b> |

#### ANNEXURE – I.8: Restated Standalone Statement of Other Current Liabilities

(Rs. In Lakhs)

| Particulars                               | As at 31st March |               |               |               |               |
|---|------------------|---------------|---------------|---------------|---------------|
|   | 2017             | 2016          | 2015          | 2014          | 2013          |
| Current Maturities of Long Term Borrowing | -                | 67.43         | 108.59        | 96.38         | 89.02         |
| Shifting / Brokerage Payable              | -                | -             | -             | 3.79          | 2.59          |
| Statutory Dues                            | 60.05            | 217.98        | 210.20        | 303.81        | 347.50        |
| Expenses Payable                          | 61.62            | 64.55         | 68.87         | 25.67         | 7.15          |
| <b>Grand Total</b>                        | <b>121.67</b>    | <b>349.95</b> | <b>387.65</b> | <b>429.65</b> | <b>446.26</b> |

#### ANNEXURE – I.9: Restated Standalone Statement of Short Term Provisions

(Rs. In Lakhs)

| Particulars                                       | As at 31st March |          |          |          |          |
|---|------------------|----------|----------|----------|----------|
|   | 2017             | 2016     | 2015     | 2014     | 2013     |
| Provision for Income Tax (net of income tax paid) | -                | -        | -        | -        | -        |
| Provision for gratuity                            | -                | -        | -        | -        | -        |
| <b>Grand Total</b>                                | <b>-</b>         | <b>-</b> | <b>-</b> | <b>-</b> | <b>-</b> |

#### ANNEXURE – I.10: Restated Standalone Statement of Fixed Assets

(Rs. In Lakhs)

| Particulars                      | As at 31st March |        |        |        |        |
|----------------------------------|------------------|--------|--------|--------|--------|
|                                  | 2017             | 2016   | 2015   | 2014   | 2013   |
| <b>Tangible Assets</b>           |                  |        |        |        |        |
| <b>Office Premises</b>           |                  |        |        |        |        |
| Gross Block                      | 861.04           | 861.04 | 861.04 | 861.04 | 834.06 |
| Less: Accumulated Depreciation   | 221.76           | 189.28 | 155.14 | 119.28 | 81.02  |
| Net Block                        | 639.28           | 671.76 | 705.90 | 741.76 | 753.04 |
| <b>Residential Flat</b>          |                  |        |        |        |        |
| Gross Block                      | 47.06            | 47.06  | 47.06  | 47.06  | 47.06  |
| Less: Accumulated Depreciation   | 11.00            | 9.16   | 7.23   | 5.20   | 3.01   |
| Net Block                        | 36.07            | 37.90  | 39.83  | 41.86  | 44.05  |
| <b>Telephones/ Mobile Phones</b> |                  |        |        |        |        |
| Gross Block                      | 24.06            | 21.45  | 20.72  | 19.49  | 13.49  |
| Less: Accumulated Depreciation   | 20.10            | 17.58  | 13.88  | 4.97   | 3.11   |
| Net Block                        | 3.96             | 3.87   | 6.84   | 14.52  | 10.38  |



|                                 |               |               |                 |                 |                 |
|---------------------------------|---------------|---------------|-----------------|-----------------|-----------------|
| <b>Office Equipments</b>        |               |               |                 |                 |                 |
| Gross Block                     | 171.63        | 170.92        | 168.36          | 162.93          | 142.91          |
| Less: Accumulated Depreciation  | 154.40        | 137.79        | 104.89          | 34.62           | 16.44           |
| Net Block                       | 17.23         | 33.12         | 63.46           | 128.31          | 126.47          |
| <b>Furniture &amp; Fixtures</b> |               |               |                 |                 |                 |
| Gross Block                     | 237.38        | 237.38        | 238.22          | 237.18          | 234.38          |
| Less: Accumulated Depreciation  | 171.61        | 147.83        | 115.95          | 70.39           | 34.03           |
| Net Block                       | 65.77         | 89.55         | 122.27          | 166.79          | 200.34          |
| <b>Vehicles</b>                 |               |               |                 |                 |                 |
| Gross Block                     | 143.52        | 133.92        | 134.77          | 133.57          | 113.60          |
| Less: Accumulated Depreciation  | 120.73        | 106.78        | 93.43           | 69.22           | 48.11           |
| Net Block                       | 22.79         | 27.14         | 41.34           | 64.34           | 65.50           |
| <b>Computers</b>                |               |               |                 |                 |                 |
| Gross Block                     | 186.11        | 178.02        | 166.89          | 136.80          | 127.84          |
| Less: Accumulated Depreciation  | 169.33        | 156.26        | 129.59          | 94.68           | 68.24           |
| Net Block                       | 16.77         | 21.76         | 37.30           | 42.11           | 59.60           |
| <b>Total Tangible Assets</b>    | <b>801.87</b> | <b>885.12</b> | <b>1,016.94</b> | <b>1,199.70</b> | <b>1,259.38</b> |
|                                 |               |               |                 |                 |                 |
| <b>Intangible Assets</b>        | -             | -             | -               | -               | -               |
| <b>Software</b>                 |               |               |                 |                 |                 |
| Gross Block                     | -             | -             | -               | -               | -               |
| Less: Accumulated Depreciation  | -             | -             | -               | -               | -               |
| Net Block                       | -             | -             | -               | -               | -               |
| <b>Total Intangible Assets</b>  | -             | -             | -               | -               | -               |
|                                 |               |               |                 |                 |                 |
| <b>Total Fixed Assets</b>       | <b>801.87</b> | <b>885.12</b> | <b>1,016.94</b> | <b>1,199.70</b> | <b>1,259.38</b> |

#### ANNEXURE – I.11: Restated Standalone Statement of Non-Current Investments

(Rs. In Lakhs)

| Particulars                                      | As at 31st March |       |       |       |       |
|--|------------------|-------|-------|-------|-------|
|  | 2017             | 2016  | 2015  | 2014  | 2013  |
| <b>Investment in Subsidiary Companies:</b>       |                  |       |       |       |       |
| 100,000 Equity Shares of Rs. 10/ each in         | 6.80             | 6.80  | 6.80  | 6.80  | 6.80  |
| OneWorld Logistics Private Limited               |                  |       |       |       |       |
|  |                  |       |       |       |       |
| 9,999 Equity Shares of Rs. 10/ each in           |                  |       |       |       |       |
| CP World Logistics India Private Limited.        | 0.96             | 0.96  | 0.96  | 0.96  | 0.96  |
|  |                  |       |       |       |       |
| 1,00,000 Equity Shares of Rs.10/ each in         |                  |       |       |       |       |
| Total Transport Systems Private Limited, (Nepal) | 10.00            | 10.02 | 10.02 | 10.02 | 10.02 |
|  |                  |       |       |       |       |
|  |                  |       |       |       |       |
| 30,000 Equity Shares of Rs.10/ each              |                  |       |       |       |       |
| Artemis Translog Private Limited                 | -                | 3.00  | 3.00  | 3.00  | 3.00  |





|                    |              |              |              |              |              |
|--------------------|--------------|--------------|--------------|--------------|--------------|
|                    |              |              |              |              |              |
| <b>Grand Total</b> | <b>17.76</b> | <b>20.78</b> | <b>20.78</b> | <b>20.78</b> | <b>20.78</b> |

#### ANNEXURE – I.12: Restated Standalone Statement of Long Term Loans and Advances

(Rs. In Lakhs)

| Particulars                 | As at 31st March |              |              |              |              |
|-----------------------------|------------------|--------------|--------------|--------------|--------------|
|                             | 2017             | 2016         | 2015         | 2014         | 2013         |
| (Unsecured considered good) |                  |              |              |              |              |
| Security Deposits           | 36.49            | 42.53        | 88.66        | 85.45        | 67.72        |
| <b>Grand Total</b>          | <b>36.49</b>     | <b>42.53</b> | <b>88.66</b> | <b>85.45</b> | <b>67.72</b> |

#### ANNEXURE – I.13: Restated Standalone Statement of Trade Receivables

(Rs. In Lakhs)

| Particulars  | As at 31st March |                 |                 |                 |                 |
|--|------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2017             | 2016            | 2015            | 2014            | 2013            |
| Trade Receivables:   |                  |                 |                 |                 |                 |
| Outstanding for a period less than six months from the date they are due for payment |                  |                 |                 |                 |                 |
| Unsecured, Considered Good   | 2,325.55         | 1,952.80        | 3,175.66        | 2,813.16        | 2,555.37        |
|  |                  | -               | -               | -               | -               |
| Outstanding for a period exceeding six months from the date they are due for payment | -                | -               | -               | -               | -               |
| Unsecured, Considered Good   | 897.74           | 852.95          | 1,132.60        | 786.45          | 548.64          |
| Unsecured, Considered Doubtful   | -                | -               | -               | -               | -               |
| Less: Provision for Doubtful Debts   | -                | -               | -               | -               | -               |
| <b>Grand Total</b>   | <b>3,223.29</b>  | <b>2,805.75</b> | <b>4,308.26</b> | <b>3,599.61</b> | <b>3,104.01</b> |

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

| Particulars                               | As at 31st March |          |          |              |          |
|---|------------------|----------|----------|--------------|----------|
|   | 2017             | 2016     | 2015     | 2014         | 2013     |
| From Promoters/Directors/Relatives        | -                | -        | -        | -            | -        |
|   |                  |          |          |              |          |
| From Group Companies                      |                  |          |          |              |          |
| CP World Logistics India Private Limited. |                  |          |          | 39.83        |          |
| Miracle Shipping Agencies Private Limited |                  |          |          | 3.30         |          |
| <b>TOTAL</b>                              | <b>-</b>         | <b>-</b> | <b>-</b> | <b>43.13</b> | <b>-</b> |



#### ANNEXURE – I.14: Restated Standalone Statement of Cash and Cash Equivalents

(Rs. In Lakhs)

| Particulars            | As at 31st March |                 |               |               |               |
|------------------------|------------------|-----------------|---------------|---------------|---------------|
|                        | 2017             | 2016            | 2015          | 2014          | 2013          |
| Cash in hand           | 2.82             | 2.00            | 3.12          | 3.21          | 12.35         |
| Balances with Banks:   |                  |                 |               |               |               |
| -in current accounts   | 24.30            | 59.61           | (16.17)       | 57.18         | (8.93)        |
| Other Bank Balances:   |                  |                 |               |               |               |
| Fixed Deposit Receipts | 161.63           | 1,010.61        | 921.31        | 284.91        | 276.69        |
| <b>Grand Total</b>     | <b>188.75</b>    | <b>1,072.22</b> | <b>908.26</b> | <b>345.30</b> | <b>280.11</b> |

#### ANNEXURE – I.15: Restated Standalone Statement of Short Term Loans and Advances

(Rs. In Lakhs)

| Particulars                                     | As at 31st March |               |               |               |               |
|---|------------------|---------------|---------------|---------------|---------------|
|   | 2017             | 2016          | 2015          | 2014          | 2013          |
| Advance to Suppliers                            | 12.25            | 12.25         | 12.25         | 110.70        | 194.91        |
| Advances to Staffs                              | 17.07            | 18.58         | 14.04         | 19.30         | 9.57          |
| Balances with Revenue Authorities:              | -                | -             | -             | -             | -             |
| Income Tax                                      | 502.37           | 479.18        | 345.04        | 158.34        | 157.60        |
| MAT Credit                                      | 107.51           |               |               |               |               |
| Service Tax                                     | 1.74             | -             | 74.27         | 5.82          | 8.67          |
| Advances to Others                              | 1.26             | 0.13          | 0.03          | 3.82          | 2.16          |
| Prepaid expenses                                | 41.56            | 69.23         | 129.60        | 48.15         | 52.04         |
| Advances to Related Parties:                    | -                | -             | -             | -             | -             |
| -OneWorld Logistics Private Limited             | 36.93            | 36.93         | 36.69         | 36.50         | 36.50         |
| -Artemis Translog Private Limited               | 26.43            | 20.43         | 39.83         | 28.00         | 28.00         |
| - Miracle Shipping Agencies Private Limited     |                  |               |               |               | 3.30          |
| -ARR Maritime & Allied Services Private Limited |                  |               |               | 95.69         | 7.78          |
| <b>Grand Total</b>                              | <b>747.12</b>    | <b>636.73</b> | <b>651.76</b> | <b>506.32</b> | <b>500.53</b> |

#### ANNEXURE – I.16: Restated Standalone Statement of Other Current assets

(Rs. In Lakhs)

| Particulars             | As at 31st March |              |              |              |             |
|-------------------------|------------------|--------------|--------------|--------------|-------------|
|                         | 2017             | 2016         | 2015         | 2014         | 2013        |
| Other Receivables       | -                | -            | -            | -            | -           |
| Interest Accrued on FDR | 4.35             | 46.04        | 34.10        | 17.38        | 7.40        |
| <b>Grand Total</b>      | <b>4.35</b>      | <b>46.04</b> | <b>34.10</b> | <b>17.38</b> | <b>7.40</b> |

#### ANNEXURE – II.1: Restated Standalone Statement of Revenue from Operations

(Rs. In Lakhs)

| Particulars   | For The Year Ended March 31, |          |           |           |           |
|---------------|------------------------------|----------|-----------|-----------|-----------|
|               | 2017                         | 2016     | 2015      | 2014      | 2013      |
| Freight       | 8,006.93                     | 9,093.09 | 12,561.04 | 11,338.02 | 11,730.42 |
| T.H.C Charges | 2,436.56                     | 2,453.12 | 2,672.09  | 2,746.93  | 2,810.67  |



|  |                  |                  |                  |                  |                  |
|--|------------------|------------------|------------------|------------------|------------------|
| D.O. Charges                           | 708.29           | 680.61           | 700.18           | 1,815.44         | 1,776.92         |
| Other Charges                          | 8,812.85         | 10,546.11        | 9,897.46         | 8,729.04         | 5,535.71         |
| <b>Revenue from operations (gross)</b> | <b>19,964.62</b> | <b>22,772.92</b> | <b>25,830.77</b> | <b>24,629.43</b> | <b>21,853.72</b> |

#### ANNEXURE – II.2: Restated Standalone Statement of Other Income

(Rs. In Lakhs)

| Particulars                           | For The Year Ended March 31, |               |              |              |              |
|---------------------------------------|------------------------------|---------------|--------------|--------------|--------------|
|                                       | 2017                         | 2016          | 2015         | 2014         | 2013         |
| Interest on Fixed Deposit Receipts    | 35.56                        | 117.69        | 63.38        | 26.87        | 13.67        |
| Profit (Loss) on Sale of Fixed Assets |                              | 0.02          |              |              | 3.78         |
| Rental Income                         |                              |               |              | 15.87        |              |
| <b>Grand Total</b>                    | <b>35.56</b>                 | <b>117.71</b> | <b>63.38</b> | <b>42.74</b> | <b>17.45</b> |

#### ANNEXURE – II.3: Purchase of Services

(Rs. In Lakhs)

| Particulars             | For The Year Ended March 31, |                  |                  |                  |                  |
|-------------------------|------------------------------|------------------|------------------|------------------|------------------|
|                         | 2017                         | 2016             | 2015             | 2014             | 2013             |
| Freight & Other Charges | 16,246.19                    | 18,813.93        | 22,122.10        | 20,895.88        | 18,014.68        |
| <b>Grand Total</b>      | <b>16,246.19</b>             | <b>18,813.93</b> | <b>22,122.10</b> | <b>20,895.88</b> | <b>18,014.68</b> |

#### ANNEXURE – II.4: Restated Standalone Statement of Employee benefit expense

(Rs. In Lakhs)

| Particulars                             | For The Year Ended March 31, |                 |                 |                 |                 |
|---|------------------------------|-----------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016            | 2015            | 2014            | 2013            |
| Salary & Wages                          | 1,168.13                     | 1,091.63        | 1,113.05        | 1,029.05        | 1,914.87        |
| Directors Remuneration                  | 144.00                       | 144.00          | 144.00          | 141.00          | 108.00          |
| Medical Reimbursement to Directors      | 2.26                         | 2.15            | 2.94            | 4.87            | 4.34            |
| Insurance Linked Expenses for Employees | 4.23                         | 4.15            | 4.24            | 4.28            |                 |
| Contribution to ESI                     | 4.77                         | 5.12            | 5.45            | 6.33            | 7.11            |
| Contribution to provident fund          | 82.95                        | 72.82           | 74.05           | 66.91           | 56.42           |
| Gratuity                                | 84.85                        | 36.41           | 105.41          | 32.77           | 7.34            |
| Staff & worker Welfare                  | 11.24                        | 12.87           | 14.22           | 13.36           | 10.72           |
| <b>Grand Total</b>                      | <b>1,502.44</b>              | <b>1,369.16</b> | <b>1,463.35</b> | <b>1,298.58</b> | <b>2,108.78</b> |

#### ANNEXURE – II.5: Restated Standalone Statement of Finance costs

(Rs. In Lakhs)

| Particulars            | For The Year Ended March 31, |               |               |               |               |
|------------------------|------------------------------|---------------|---------------|---------------|---------------|
|                        | 2017                         | 2016          | 2015          | 2014          | 2013          |
| Interest on borrowings | 280.04                       | 191.08        | 171.62        | 178.63        | 121.10        |
| Bank Charges           | 85.42                        | 131.31        | 114.77        | 63.67         | 50.76         |
| Interest on taxes      | 29.69                        | 72.50         | 35.30         | 44.49         | 18.16         |
| Interest to Others     | -                            | -             | -             | -             | -             |
| <b>Grand Total</b>     | <b>395.15</b>                | <b>394.89</b> | <b>321.69</b> | <b>286.79</b> | <b>190.02</b> |



## ANNEXURE – II.6: Restated Standalone Statement of Other Expenses

(Rs. In Lakhs)

| Particulars                                   | For The Year Ended March 31, |                 |                 |                 |                 |
|---|------------------------------|-----------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016            | 2015            | 2014            | 2013            |
| Administration Charges                        | 6.58                         | 11.43           | 7.96            |                 | 102.18          |
| Advertisement & Business Promotion Exp        | 67.51                        | 67.76           | 70.95           | 100.77          | 54.87           |
| Auditor's Remuneration                        | 3.00                         | 3.20            | 3.00            | 3.00            | 3.00            |
| Additional Taxes Paid VAT and Service Tax     | 37.27                        | 56.68           |                 |                 |                 |
| Bad Debts Written off                         | (0.39)                       | 0.14            | 1.00            | 100.11          | 0.77            |
| Conveyance & Travelling Expenses              | 183.46                       | 189.52          | 214.03          | 254.43          | 190.87          |
| Electricity & Fuel                            | 93.72                        | 109.92          | 113.74          | 62.24           | 24.51           |
| Fine and Penalties relating to Taxes          |                              | 5.26            | 0.11            |                 |                 |
| General Office Expenses                       | 262.12                       | 171.61          | 230.65          | 197.00          | 86.39           |
| Insurance                                     | 19.71                        | 28.86           | 33.91           | 18.99           | 69.76           |
| Legal & Professional Charges                  | 56.52                        | 54.98           | 56.28           | 34.77           | 36.37           |
| Loss due to Foreign Exchange Rate Fluctuation | 59.92                        | 131.70          | 94.12           | 88.60           | 76.08           |
| Loss on Assets sold                           |                              | 0.18            |                 |                 |                 |
| Misc Expenses                                 | 5.89                         | 7.63            | 32.67           | 18.61           | 19.23           |
| Postage & Telephone                           | 91.75                        | 99.85           | 100.66          | 102.70          | 98.96           |
| Printing & Stationery                         | 40.19                        | 43.29           | 61.20           | 58.16           | 42.60           |
| Rent, Rates & Taxes                           | 165.16                       | 209.02          | 179.30          | 144.63          | 143.97          |
| Repair & Maintenance - Other                  | 132.50                       | 108.04          | 148.96          | 97.48           | 67.42           |
| <b>Grand Total</b>                            | <b>1,224.90</b>              | <b>1,299.07</b> | <b>1,348.53</b> | <b>1,281.49</b> | <b>1,016.98</b> |

## ANNEXURE – V

### Material Adjustment to the Restated Standalone Financial Statement

#### 1 Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

#### 2. Material Adjustments:

The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Rs. In Million)

| Particulars   | 31-Mar-17 | 31-Mar-16  | 31-Mar-15 | 31-Mar-14 | 31-Mar-13 |
|---|-----------|------------|-----------|-----------|-----------|
| (A) Net Profits as per audited financial statements (A) | 558.96    | (1,584.28) | 279.58    | 474.30    | 282.32    |
| Add/(Less): Adjustments on account of -                 |           |            |           |           |           |



|  |               |                   |               |               |               |
|--|---------------|-------------------|---------------|---------------|---------------|
| 1. Short/excess provision for tax, interest and MAT credit |               | 2.82              | (0.74)        | (2.08)        |               |
| <b>Total Adjustments (B)</b>                               | <b>-</b>      | <b>2.82</b>       | <b>(0.74)</b> | <b>(2.08)</b> | <b>-</b>      |
| Add/(less): Tax Impact (C)                                 | -             | -                 | -             | -             | -             |
| <b>Restated Profit/ (Loss) (A+B+C)</b>                     | <b>558.96</b> | <b>(1,581.46)</b> | <b>278.84</b> | <b>472.22</b> | <b>282.32</b> |

### 3. Notes on Material Adjustments pertaining to prior years

#### (a) Short/excess provision for income taxes

The Statement of Profit and Loss for the year ended 31 March, 2016, 31 March, 2015 and 31 March 2014 includes amount paid/ provided for shortfall/ excess current tax arising upon filing of tax returns, return etc. which have been adjusted in the respective year/s to which they relate.

#### (b) Current tax impact on adjustments/ Earlier year/s

There has been no tax impact on account of adjustments specified herein above.

## ANNEXURE –VI

### Notes to the Restated Standalone Financial Statements for the years ended 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013.

1. The Company is engaged in freight and forwarding i.e same type/class of services and has no other operations and as such there is no reportable segment as per Accounting Standard (AS-17) dealing with the Segment Reporting.
2. Amount of deposits brought in by the promoters of the company or their relatives or by both, by way of unsecured loan in pursuance of stipulation of bank (secured lender) during these years is exempt from definition of Deposits under clause (xiii) of 2(C) specified under The Companies (Acceptance of deposits) Rules, 2014. Hence, the same is not treated as public deposits
3. The company cannot identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, can not be disclosed
4. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover Balances of Unsecured Loans, Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any
5. The figures of the previous year have been regrouped / recast wherever necessary so as to make them comparable with current year's figures. Figures have been rounded to nearest rupees

## ANNEXURE – VII: RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES

(Rs. In Lakhs)

| Particulars           | As at 31st March |                |                 |                 |                 |
|-----------------------|------------------|----------------|-----------------|-----------------|-----------------|
|                       | 2017             | 2016           | 2015            | 2014            | 2013            |
| 1. Bank Guarantees    | 1,501.62         | 3,582.76       | 3,479.54        | 1,191.24        | 1,103.00        |
| 2. Income Tax Demand  | 47.60            | 47.60          | 47.60           | 47.60           | 47.60           |
| 3. Service Tax Demand | 742.98           | 742.98         | -               | -               | -               |
| 4. TDS Demand         | 26.89            | 24.23          | 22.45           | 18.77           | 15.41           |
| <b>Total</b>          | <b>2,319.09</b>  | <b>4397.57</b> | <b>3,549.59</b> | <b>1,257.60</b> | <b>1,166.00</b> |



## ANNEXURE – VIII: RESTATED STANDALONE STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

### A. List of Related Parties and Nature of Relationship:

| Particulars   | As at 31st March   |      |      |      |      |
|---|--|------|------|------|------|
|   | 2017   | 2016 | 2015 | 2014 | 2013 |
| 1. Enterprises where control exist                    |  |      |      |      |      |
| a) Wholly Owned Subsidiary                            | CP World Logistics India Private Limited<br>OneWorld Logistics Private Limited |      |      |      |      |
| b) Partially Owned Subsidiary                         | Total Transport Systems Private Limited, Nepal                                 |      |      |      |      |
| 2. Other Related Parties:                             |  |      |      |      |      |
| a) Associates   | ARR Maritime & Allied Services Private Limited                                 |      |      |      |      |
|   | Miracle Shipping Agencies Private Limited                                      |      |      |      |      |
|   | Artemis Translog Private Limited   |      |      |      |      |
| b) Key Management Personnels/ Directors/ Shareholders | Sanjiv Arvind Potnis   |      |      |      |      |
|   | Makarand Pradhan Prabhakar   |      |      |      |      |
|   | Shrikant Damodar Nibandhe  |      |      |      |      |
|   | Leena Prashant Salvi   |      |      |      |      |

Note:

1. Miracle Shipping Agencies Private Limited has been stiked off from Registrar of Companies, Mumbai.
2. Artemis Translog Private Limited ceases to be subsidiary as on year ended March 2017.
3. ARR Maritime & Allied Services Private Limited ceases to be associate as on year ended March 2017

### B. Transactions carried out with related parties referred to in (1) above, in ordinary course of business:

(Rs. In Lakhs)

| Qx  | Name of Party                                  | As at 31st March |          |          |          |        |
|---|--|------------------|----------|----------|----------|--------|
|   |  | 2017             | 2016     | 2015     | 2014     | 2013   |
| 1. Directors Remuneration                 | Sanjiv Arvind Potnis                           | 48.00            | 48.00    | 48.00    | 47.00    | 36.00  |
|   | Makarand Pradhan Prabhakar                     | 48.00            | 48.00    | 48.00    | 47.00    | 36.00  |
|   | Shrikant Damodar Nibandhe                      | 48.00            | 48.00    | 48.00    | 47.00    | 36.00  |
| 2. Handling Charges Income                | ARR Maritime & Allied Services Private limited |                  | 260.65   | 1,074.88 | 752.44   | 726.51 |
| 3. Handling & Transportation Charges Paid | ARR Maritime & Allied Services Private Limited |                  | 2,862.95 | 2,704.70 | 1,961.22 | 582.60 |



|                    |  |       |  |  |  |  |
|--------------------|--|-------|--|--|--|--|
| 4. Support Charges | CP World Logistics India Private Limited | 19.10 |  |  |  |  |
|--------------------|--|-------|--|--|--|--|

**C. Outstanding Balance as at the end of the year**

**(Rs. In Lakhs)**

| Nature of Transactions | Name of Party                                  | As at 31st March |        |        |        |        |
|------------------------|--|------------------|--------|--------|--------|--------|
|                        |  | 2017             | 2016   | 2015   | 2014   | 2013   |
| 1. Receivables         | OneWorld Logistics Private Limited             | 36.93            | 36.93  | 36.69  | 36.50  | 36.50  |
|                        | ARR Maritime & Allied Services Private Limited |                  |        |        | 95.69  | 7.78   |
|                        | Miracle Shipping Agencies Private Limited      |                  |        |        |        | 3.30   |
|                        | Artemis Translog Private Limited               | 26.43            | 20.43  | 39.83  | 28.00  | 28.00  |
| 2. Payables            | CP World Logistics India Private Limited.      | 312.43           | 145.78 | 92.08  | 31.02  | 25.16  |
|                        | WSA Shpg Bombay Private Limited                |                  |        |        | 304.30 | 590.09 |
|                        | ARR Maritime & Allied Services Private Limited |                  | 113.84 | 164.94 | 6.17   |        |
|                        | Miracle Shipping Agencies Private Limited      |                  |        |        |        | 33.18  |
|                        | Makarand Pradhan Prabhakar                     | 21.48            | 17.57  | 17.57  | 23.00  | 7.50   |
|                        | Sanjiv Arvind Potnis                           | 80.65            | 67.73  | 85.12  | 3.50   | 7.50   |
|                        | Shrikant Damodar Nibandhe                      | 107.27           | 93.04  | 119.23 | 3.50   | 7.50   |
|                        | Leena Prashant Salvi                           | 65.16            | 77.60  | 23.00  | 8.00   | 7.50   |



## ANNEXURE – IX: RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lakhs)

| Particulars   | As at 31st March |            |            |            |            |
|---|------------------|------------|------------|------------|------------|
|   | 2017             | 2016       | 2015       | 2014       | 2013       |
| Restated PAT as per P& L Account (Rs. in Lakhs)                           | 558.96           | (1,581.46) | 278.84     | 472.22     | 282.32     |
| Weighted Average Number of Equity Shares at the end of the Year (Note -2) | 10,000,000       | 10,000,000 | 10,000,000 | 10,000,000 | 10,000,000 |
| Net Worth   | 1,222.17         | 663.21     | 2244.67    | 1972.81    | 1500.58    |
| <b>Earnings Per Share (with Bonus affect)</b>                             |                  |            |            |            |            |
| Basic (In Rupees) (Note 1.a)  | 5.59             | (15.81)    | 2.79       | 4.72       | 2.82       |
| Diluted (In Rupees) * (Note 1.b)  | 5.59             | (15.81)    | 2.79       | 4.72       | 2.82       |
| <b>Return on Net Worth (%)</b>  | 45.73            | (238.46)   | 12.42      | 23.94      | 18.81      |
| <b>Net Asset Value Per Share (Rs)</b>                                     | 12.22            | 6.63       | 22.45      | 19.73      | 15.01      |
| Nominal Value per Equity share (Rs.)                                      | 10               | 10         | 10         | 10         | 10         |

\* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

Notes:

- The ratios have been calculated as below:
  - Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
  - Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
  - Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
  - Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.
- Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year. Further, number of shares are after considering impact of the Bonus Shares in the ratio of 9 Bonus Shares for 1 fully paid-up share in FY 2014-15 and 1 Bonus Share for 1 fully paid-up equity share post FY 2016-17, issues without consideration, treating the said Issues as if they have occurred prior to the beginning of the FY 2012-13, the earliest period reported.
- Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
- Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
- The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.





#### ANNEXURE – X: RESTATED STANDALONE STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

| Sr. No | Particulars                        | Pre issue       | Post issue      |
|--------|------------------------------------|-----------------|-----------------|
|        | <b>Debts</b>                       |                 |                 |
| A      | Long Term Debt                     | 274.56          | 274.56          |
| B      | Short Term Debt                    | 1,503.41        | 1,503.41        |
| C      | <b>Total Debt</b>                  | <b>1,777.97</b> | <b>1,777.97</b> |
|        | <b>Equity Shareholders Funds</b>   |                 |                 |
|        | Equity Share Capital               | 1,052.60        | 1,430.60        |
|        | Reserves and Surplus               | 406.27          | 1,729.27        |
| D      | <b>Total Equity</b>                | <b>1,458.87</b> | <b>3,159.87</b> |
| E      | <b>Total Capitalisation</b>        | <b>3,236.84</b> | <b>4,937.84</b> |
|        | Long Term Debt/ Equity Ratio (A/D) | 0.19            | 0.09            |
|        | Total Debt/ Equity Ratio (C/D)     | 1.22            | 0.56            |

Notes:

1. Long Term Debt are borrowings other than short-term borrowings and also includes current maturities of long- term debt included in other current liabilities
2. The company has allotted bonus shares in the ratio of 1:1 on May 02, 2017 and allotted 5,26,000 equity shares at Rs. 45/- each (including share premium of Rs. 35/-) through private placement on May 19, 2017.

#### ANNEXURE – XI: RESTATED STANDALONE STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

| Sr. No | Particulars   | As at 31st March |                 |               |               |               |
|--------|---|------------------|-----------------|---------------|---------------|---------------|
|        |   | 2017             | 2016            | 2015          | 2014          | 2013          |
| A      | <b>Restated Profit before tax</b>                           | 527.26           | (1,594.51)      | 423.70        | 765.02        | 419.91        |
|        |   |                  |                 |               |               |               |
|        | Normal Corporate Tax Rates (%)                              | 34.61%           | 34.61%          | 32.45%        | 32.45%        | 32.45%        |
|        | MAT Tax Rates (%)   | 21.34%           | 21.34%          | 20.39%        | 20.01%        | 20.01%        |
|        |   |                  |                 |               |               |               |
| B      | <b>Tax thereon (including surcharge and education cess)</b> |                  |                 |               |               |               |
|        | Tax on normal profits                                       | 182.47           | (551.83)        | 137.47        | 248.21        | 136.24        |
|        | <b>Total</b>  | <b>182.47</b>    | <b>(551.83)</b> | <b>137.47</b> | <b>248.21</b> | <b>136.24</b> |
|        |   |                  |                 |               |               |               |
|        | <b>Adjustments:</b>   |                  |                 |               |               |               |
| C      | <b>Permanent Differences</b>                                |                  |                 |               |               |               |
|        | Deduction not allowed under Income Tax Act                  | -                | -               | -             | -             | -             |
|        | Exempt Income   | -                | -               | -             | -             | -             |
|        | Disallowance of Expenses under the Income Tax Act           | 0.25             | 62.81           | 20.71         | 22.66         | 6.82          |
|        | <b>Total Permanent Differences</b>                          | <b>0.25</b>      | <b>62.81</b>    | <b>20.71</b>  | <b>22.66</b>  | <b>6.82</b>   |
| D      | <b>Timing Differences</b>                                   |                  |                 |               |               |               |



|          |  |               |                   |               |               |                |
|----------|--|---------------|-------------------|---------------|---------------|----------------|
|          | Difference between tax depreciation and book depreciation                                  | (5.45)        | 21.61             | 65.33         | (16.95)       | (37.84)        |
|          | Provision for Gratuity disallowed  | 84.85         | 36.41             | 0.27          | 30.00         | 7.00           |
|          | Difference due to expenses allowable/disallowable under Income Tax                         | -             | 71.29             | 118.64        | 96.28         | (43.83)        |
|          | <b>Total Timing Differences</b>  | <b>79.41</b>  | <b>129.31</b>     | <b>184.24</b> | <b>109.33</b> | <b>(74.67)</b> |
| <b>E</b> | <b>Net Adjustments E= (B+D)</b>  | <b>79.65</b>  | <b>192.12</b>     | <b>204.94</b> | <b>131.99</b> | <b>(67.84)</b> |
| <b>F</b> | <b>Tax expense/(saving) thereon</b>  | <b>27.57</b>  | <b>66.49</b>      | <b>66.49</b>  | <b>42.82</b>  | <b>(22.01)</b> |
|          |  |               |                   |               |               |                |
| <b>G</b> | <b>Total Income/(loss) (A+E)</b>   | <b>606.91</b> | <b>(1,402.39)</b> | <b>628.64</b> | <b>897.01</b> | <b>352.06</b>  |
|          | Taxable Income/ (Loss) as per MAT  | 527.26        | (1,594.11)        | 423.70        | 765.02        | 419.99         |
| <b>H</b> | <b>Income Tax as per normal provision</b>  | <b>210.04</b> | <b>-</b>          | <b>203.96</b> | <b>291.04</b> | <b>114.23</b>  |
| <b>I</b> | <b>Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act</b> | <b>112.53</b> | <b>-</b>          | <b>86.39</b>  | <b>153.06</b> | <b>84.03</b>   |
|          | <b>Net Tax Expenses (Higher of I, J)</b>   | <b>210.04</b> | <b>-</b>          | <b>203.96</b> | <b>291.04</b> | <b>114.23</b>  |
| <b>J</b> | Adjustment for Interest on income tax  | -             | -                 | -             | -             | -              |
|          |  |               |                   |               |               |                |
| <b>K</b> | <b>MAT Credit Entitlement</b>  | <b>112.53</b> | <b>-</b>          | <b>-</b>      | <b>-</b>      | <b>-</b>       |
|          |  |               |                   |               |               |                |
|          | <b>Total Current Tax Expenses</b>  | <b>210.04</b> | <b>-</b>          | <b>203.96</b> | <b>291.04</b> | <b>114.23</b>  |

## ANNEXURE – XII: RESTATED STANDALONE STATEMENT OF FINANCIAL INDEBTEDNESS

(Rs. In Lakhs)

| (RS. In Lakhs) |                                      |                   |                             |                               |  |   |
|----------------|--------------------------------------|-------------------|-----------------------------|-------------------------------|--|---|
| Sr<br>·<br>No  | Bank Name                            | Facility Key term |                             |                               | Outstandin<br>g as on<br>March 31,<br>2017 | Security  |
|                |                                      | Loan<br>Amon<br>t | Rate of<br>Interes<br>t (%) | Total<br>Term<br>(Months)     |  |   |
| Secured Loans  |                                      |                   |                             |                               |  |   |
| 1              | Cash Credit Limit from Bank of India | 1,000.00          | 15.60%                      | NA                            | 1,050.67                                   | First Charge on present and future receivables, personal guarantee of directors and others, Collateral Security of (1) Unit 701-705, T- |
| 2              | Working Capital Demand Loan from BOI | 500.00            | 15.60%                      | 36 equal monthly installments | 452.74                                     |   |



|                        |                            |   |   |   |                 |   |
|------------------------|----------------------------|---|---|---|-----------------|---|
|                        |                            |   |   |   |                 | <p>Square Opp<br/>Chandivali<br/>Petrol<br/>Pump,<br/>Sakinaka<br/>Andheri<br/>(East),<br/>Mumbai<br/>400072,<br/>Maharashtr<br/>a</p> <p>(2) Flat No.<br/>1604, 1605,<br/>Dreams III,<br/>Kanjur<br/>Village,<br/>Mumbai<br/>(Property is<br/>in the name<br/>of director<br/>Mr.<br/>Makarand<br/>Pradhan<br/>Prabhakar),<br/>(3), 10th<br/>Floor, TVH<br/>Lumbini<br/>Square,<br/>Brick Kiln<br/>Road,<br/>Chennai</p> |
|                        | <b>TOTAL(A)</b>            |   |   |   | <b>1,503.41</b> |   |
|                        |                            |   |   |   |                 |   |
| <b>Unsecured Loans</b> |                            |   |   |   |                 |   |
| 1                      | Makarand Pradhan Prabhakar | - | - | - | 21.48           | -   |
| 2                      | Sanjiv Arvind Potnis       | - | - | - | 80.65           | -   |
| 3                      | Shrikant Damodar Nibandhe  | - | - | - | 107.27          | -   |
| 4                      | Leena Prashant Salvi       | - | - | - | 65.16           | -   |
|                        | <b>TOTAL(B)</b>            |   |   |   | <b>274.56</b>   |   |
|                        | <b>TOTAL(A+B)</b>          |   |   |   | <b>1,777.97</b> |   |



**ANNEXURE – XIII: RESTATED STANDALONE STATEMENT OF DIVIDEND**

**(Rs. In Lakhs)**

| Particulars                      | As at 31st March |        |        |       |       |
|----------------------------------|------------------|--------|--------|-------|-------|
|                                  | 2017             | 2016   | 2015   | 2014  | 2013  |
| <b>Share Capital</b>             |                  |        |        |       |       |
| Equity Share Capital             | 500.00           | 500.00 | 500.00 | 50.00 | 50.00 |
| <b>Dividend on equity shares</b> |                  |        |        |       |       |
| Dividend in %                    | NIL              |        |        |       |       |
| Interim Dividend                 |                  |        |        |       |       |



**INDEPENDENT AUDITOR'S REPORT ON EXAMINATION OF  
RESTATED CONSOLIDATED FINANCIAL INFORMATION**

**To,**  
**The Board of Directors,**  
**Total Transport Systems Limited**  
(Formerly Total Transport Systems Private Limited.)  
701-705, T-Square  
Opp. Chandivali Petrol Pump,  
Sakinaka, Andheri (East)  
Mumbai, Maharashtra – 400 072

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **Total Transport Systems Limited** (Formerly Total Transport Systems Pvt Ltd. and hereinafter referred to as “the Company”) as approved by the Board of Directors of the Company in their meeting on June 03, 2017, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘SEBI Regulations’), the Guidance Note on ‘Reports in Company’s Prospectus (Revised)’ issued by the Institute of Chartered Accountants of India (‘ICAI’) to the extent applicable (‘Guidance Note’), and in terms of our engagement agreed upon with you in accordance with our engagement letter dated April 26, 2017, in connection with the proposed Initial Public Offer (IPO) of the Company.

2. These Restated Consolidated Financial Information (included in Annexure I to XII) have been extracted by the Management of the Company from:

The Group’s Consolidated Audited Financial Statements for the years ended March 31, 2017, 2016, 2015, 2014, and 2013, which have been approved by the Board of Directors at their meeting held on 26<sup>th</sup> April, 2017, 24<sup>th</sup> August, 2016, 7<sup>th</sup> September, 2015, 27<sup>th</sup> August, 2014 and 25<sup>th</sup> September, 2013 and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Consolidated Financial Information, are the responsibility of the Company’s Management. The Consolidated Financial Statement of the Group for the financial year ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013 have been audited by ASNAJ & Co. as sole statutory auditors and had issued unqualified reports for these years.

3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

The Restated Consolidated Statement of Assets and Liabilities as at 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – I (along with Annexures I.1 to I.16) to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Consolidated Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Consolidated Financial Statements’ appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company and its subsidiary for the relevant /financial years.



- (i) The Restated Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – II (along with Annexures II.1 to II.6) to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Consolidated Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Consolidated Financial Statements’ appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the abovementioned statements are not necessarily the same as those appearing in the audited financial statements of the Company and its subsidiaries for the relevant period / financial years.
  - (ii) The Restated Consolidated Statement of Cash flows for the year ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure – III (to this report, read with the ‘Basis of Preparation and Significant Accounting Policies of the Restated Consolidated Financial Statements’ appearing in Annexure- IV and ‘Notes to the Restated Consolidated Financial Statements’ appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Consolidated Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company and its subsidiary for the relevant financial years.
  - (iii) The financial statements of three subsidiary included in the Restated Consolidated Financial Statements of the Group for the year ended 31<sup>st</sup> March, 2017 and March 31, 2016 (3 subsidiary), March 31, 2015 (3 subsidiary), March 31, 2014 (3 subsidiary), March 31, 2013 (3 subsidiary) and March 31, 2012 (3 subsidiary) were audited by their respective auditors as set out in Appendix – I to this examination report, whose reports have been furnished to us and accordingly relied upon by us for our examination of the Restated Consolidated Financial Information.
4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Consolidated Financial Information:
- (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Group as at March 31, 2017;
  - (b) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate to; and;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments.
5. We have also examined the following Restated Consolidated Financial Information as set out in the Annexures to this report and forming part of the Restated Consolidated Financial Information, prepared by the management of the Company and approved by the Board of Directors on May 27, 2017, relating to the company for the years ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013:
- i) Restated Consolidated Statement of Share Capital included in Annexure – I.1;
  - ii) Restated Consolidated Statement of Reserve & Surplus included in Annexure – I.2;



- iii) Restated Consolidated Statement of Long Term Borrowings included in Annexure I.3;
  - iv) Restated Consolidated Statement of Deferred Tax liability/Assets (net) included in Annexure I.4;
  - v) Restated Consolidated Statement of Long Term Provision included in Annexure I.5;
  - vi) Restated Consolidated Statement of Short Term Borrowings included in Annexure I.6;
  - vii) Restated Consolidated Statement of Trade Payable included in Annexure I.7;
  - viii) Restated Consolidated Statement of Other Current Liabilities included in Annexure I.8;
  - ix) Restated Consolidated Statement of Short Term provision included in Annexure I.9;
  - x) Restated Consolidated Statement of Fixed Assets included in Annexure I.10;
  - xi) Restated Consolidated Statement of Non – Current Investments included in Annexure I.11;
  - xii) Restated Consolidated Statement of Long Term Loans and Advances included in Annexure I.12;
  - xiii) Restated Consolidated Statement of Trade Receivables included in Annexure I.13;
  - xiv) Restated Consolidated Statement of Cash and Cash Equivalents included in Annexure I.14;
  - xv) Restated Consolidated Statement of Short Term Loans and Advances included in Annexure I.15;
  - xvi) Restated Consolidated Statement of Other Current Assets included in Annexure I.16;
  - xvii) Restated Consolidated Statement of Revenue from operations included in Annexure II.1;
  - xviii) Restated Consolidated Statement of Other Income included in Annexure II.2;
  - xix) Restated Consolidated Statement of Purchase of Services included in Annexure II.3;
  - xx) Restated Consolidated Statement of Employees Benefit Expenses included in Annexure II.4;
  - xxi) Restated Consolidated Statement of Finance Cost included in Annexure II.5;
  - xxii) Restated Consolidated Statement of Other Expenses included in Annexure II.6;
  - xxiii) Restated Consolidated Statement of Contingent Liabilities, included in Annexure VII;
  - xxiv) Restated Consolidated Statement of Related Party Transaction, included in Annexure VIII;
  - xxv) Restated Consolidated Statement of Accounting Ratios, included in Annexure IX;
  - xxvi) Restated Consolidated Statement of Capitalisation, included in Annexure X;
  - xxvii) Restated Consolidated Statement of Financial indebttness, included in Annexure XI.
  - xxviii) Restated Consolidated Statement of Dividend, included in Annexure XII.
6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the financial statements referred to herein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. In our opinion, the above Restated Consolidated Financial Information contained in Annexure I to XII to this report read along with the Basis of Preparation and Significant Accounting policies (Refer Annexure – IV) and Notes to Restated Consolidated Financial Information (Refer Annexure – VI) after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the



Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For RPMD & Associates  
Chartered Accountants  
ICAI Firm Regn No: 005961C

Rahul Jain  
Partner  
Mem No: 518352  
**Place:** Delhi  
**Date:** June 03, 2017





# ANNEXURE – I: RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

| Sr. No.   | Particulars                               | Note No.    | As at 31st March |                 |                 |                 |                 |
|-----------|---|-------------|------------------|-----------------|-----------------|-----------------|-----------------|
|           |   |             | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>A.</b> | <b>Equity and Liabilities</b>             |             |                  |                 |                 |                 |                 |
| <b>1</b>  | <b>Shareholders' Funds</b>                |             |                  |                 |                 |                 |                 |
|           | Share Capital                             | <b>I.1</b>  | 500.00           | 500.00          | 500.00          | 50.00           | 50.00           |
|           | Reserves & Surplus                        | <b>I.2</b>  | 736.77           | 159.29          | 1,708.02        | 1,574.31        | 631.27          |
|           | Share application money pending allotment |             | -                | -               | -               |                 | -               |
|           | Minority Interest                         |             | 180.45           | 151.57          | 234.58          | 476.65          | 836.86          |
| <b>2</b>  | <b>Non-Current Liabilities</b>            |             |                  |                 |                 |                 |                 |
|           | Long-term borrowings                      | <b>I.3</b>  | 274.56           | 322.23          | 363.32          | 227.45          | 352.34          |
|           | Deferred Tax Liabilities (Net)            | <b>I.4</b>  | -                |                 | -               | (12.66)         | (13.92)         |
|           | Long Term Provisions                      | <b>I.5</b>  | 295.63           | 232.22          | 204.81          | 99.28           | 69.28           |
| <b>3</b>  | <b>Current Liabilities</b>                |             |                  |                 |                 |                 |                 |
|           | Short Term Borrowings                     | <b>I.6</b>  | 1,503.41         | 1,026.26        | 1,104.75        | 1,125.87        | 1,073.29        |
|           | Trade Payables                            | <b>I.7</b>  | 1,743.28         | 3,097.06        | 2,850.87        | 1,741.79        | 1,370.89        |
|           | Other Current Liabilities                 | <b>I.8</b>  | 132.59           | 286.82          | 377.04          | 452.43          | 537.05          |
|           | Short Term Provisions                     | <b>I.9</b>  | -                | -               | -               | -               | -               |
|           | <b>Total</b>                              |             | <b>5,366.70</b>  | <b>5,775.45</b> | <b>7,343.38</b> | <b>5,735.11</b> | <b>4,907.07</b> |
| <b>B.</b> | <b>Assets</b>                             |             |                  |                 |                 |                 |                 |
| <b>4</b>  | <b>Non-Current Assets</b>                 |             |                  |                 |                 |                 |                 |
|           | Fixed Assets                              |             |                  |                 |                 |                 |                 |
|           | Tangible Assets                           | <b>I.10</b> | 984.91           | 1,075.04        | 1,276.17        | 1,511.10        | 1,648.78        |
|           | Intangible Assets                         |             | -                | -               | -               | -               | -               |
|           | Capital Work In Progress                  |             | -                | -               | -               | -               | -               |
|           | Deferred Tax Assets (Net)                 | <b>I.4</b>  | 92.78            | 61.08           | 44.63           | -               | -               |
|           | Non - Current Investments                 | <b>I.11</b> | 1.02             | 1.02            | 1.02            | 1.02            | 1.02            |
|           | Long Term Loans and Advances              | <b>I.12</b> | 36.54            | 42.57           | 117.73          | 120.29          | 114.58          |
| <b>5</b>  | <b>Current Assets</b>                     |             |                  |                 |                 |                 |                 |
|           | Trade Receivables                         | <b>I.13</b> | 3,249.80         | 2,783.33        | 4,278.45        | 3,244.17        | 2,315.76        |
|           | Cash and Cash Equivalents                 | <b>I.14</b> | 235.37           | 1,173.88        | 978.75          | 400.43          | 331.62          |
|           | Short-term loans and advances             | <b>I.15</b> | 766.29           | 638.53          | 646.64          | 458.12          | 495.31          |
|           | Other Current Assets                      | <b>I.16</b> | -                | -               | -               | -               | -               |
|           | <b>Total</b>                              |             | <b>5,366.70</b>  | <b>5,775.45</b> | <b>7,343.38</b> | <b>5,735.11</b> | <b>4,907.07</b> |

# ANNEXURE – II: RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

| Sr. No    | Particulars                     | Note No.    | For The Year Ended March 31, |                  |                  |                  |                  |
|-----------|---------------------------------|-------------|------------------------------|------------------|------------------|------------------|------------------|
|           |                                 |             | 2017                         | 2016             | 2015             | 2014             | 2013             |
| <b>A.</b> | <b>Revenue:</b>                 |             |                              |                  |                  |                  |                  |
|           | Revenue from Operations (gross) | <b>II.1</b> | 21,291.29                    | 24,584.67        | 27,515.32        | 26,282.26        | 22,887.75        |
|           | Less: Excise Duty               |             | -                            | -                | -                | -                | -                |
|           | Revenue from operations (net)   | <b>II.1</b> | 21,291.29                    | 24,584.67        | 27,515.32        | 26,282.26        | 22,887.75        |
|           | Other income                    | <b>II.2</b> | 36.06                        | 117.75           | 63.48            | 44.17            | 30.61            |
|           | <b>Total revenue</b>            |             | <b>21,327.34</b>             | <b>24,702.42</b> | <b>27,578.80</b> | <b>26,326.42</b> | <b>22,918.35</b> |
| <b>B.</b> | <b>Expenses:</b>                |             |                              |                  |                  |                  |                  |
|           | Purchase of Services            | <b>II.3</b> | 17,517.74                    | 20,562.43        | 23,681.87        | 22,362.91        | 18,836.65        |
|           | Employee benefit expenses       | <b>II.4</b> | 1,510.49                     | 1,382.07         | 1,471.05         | 1,321.19         | 2,185.57         |



|  |   |             |                  |                   |                  |                  |                  |
|--|---|-------------|------------------|-------------------|------------------|------------------|------------------|
|  | Finance costs                                       | <b>II.5</b> | 395.75           | 398.64            | 333.73           | 313.28           | 224.78           |
|  | Depreciation and Amortization                       | <b>I.10</b> | 112.05           | 154.68            | 274.98           | 218.89           | 235.54           |
|  | Other expenses                                      | <b>II.6</b> | 1,240.94         | 1381.41           | 1403.88          | 1230.52          | 1138.42          |
|  | <b>Total Expenses</b>                               |             | <b>20,776.97</b> | <b>23,879.23</b>  | <b>27,165.51</b> | <b>25,446.79</b> | <b>22,620.96</b> |
|  | <b>Profit/(Loss) before tax</b>                     |             | <b>550.38</b>    | <b>823.19</b>     | <b>413.29</b>    | <b>879.63</b>    | <b>297.39</b>    |
|  | <b>Profit/(Loss) before Discontinuing Operation</b> |             | -                | (2461.89)         | -                | -                | -                |
|  | <b>Profit/(Loss) before tax</b>                     |             | <b>550.38</b>    | <b>(1,638.70)</b> | <b>413.29</b>    | <b>879.63</b>    | <b>297.39</b>    |
|  | <b>Tax expense:</b>                                 |             |                  |                   |                  |                  |                  |
|  | Current tax   |             | 116.64           | 5.40              | 204.13           | 298.63           | 117.94           |
|  | Earlier Year Tax                                    |             | 0.53             | 4.09              | 1.69             | (3.07)           |                  |
|  | MAT Credit  |             | (107.51)         | -                 | -                | -                | -                |
|  | Deferred Tax  |             | (31.70)          | (16.45)           | (31.97)          | 1.26             | (1.54)           |
|  | <b>Profit/(Loss) for the period/ year</b>           |             | <b>572.42</b>    | <b>(1,631.74)</b> | <b>239.44</b>    | <b>582.82</b>    | <b>180.99</b>    |
|  | Less: Minority interest                             |             | (5.07)           | (83.01)           | (359.76)         | (360.21)         | (11.61)          |
|  | <b>Profit/(Loss) after minority interest</b>        |             | <b>577.49</b>    | <b>(1,548.73)</b> | <b>599.20</b>    | <b>943.03</b>    | <b>192.61</b>    |
|  | <b>Earning per equity share in Rs.:</b>             |             |                  |                   |                  |                  |                  |
|  | (1) Basic   |             | 5.77             | (15.49)           | 5.99             | 9.43             | 1.93             |
|  | (2) Diluted   |             | 5.77             | (15.49)           | 5.99             | 9.43             | 1.93             |



### ANNEXURE – III: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

| Particulars   | For The Year Ended March 31, |                   |                 |                 |                 |
|---|------------------------------|-------------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016              | 2015            | 2014            | 2013            |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Profit/ (Loss) before tax   | 550.38                       | (1,638.70)        | 413.29          | 879.63          | 297.39          |
| Adjustments for:  |                              |                   |                 |                 |                 |
| Depreciation  | 112.05                       | 154.68            | 274.98          | 218.89          | 235.54          |
| Finance Expense   | 395.75                       | 398.64            | 333.73          | 313.28          | 224.78          |
| Interest/ Other Income Received                                     | (35.60)                      | (117.73)          | (63.48)         | (28.27)         | (13.70)         |
| Preliminary Expenses of PY  | -                            | -                 | -               | -               | (0.88)          |
| Profit/(Loss) on Sale of Fixed Assets                               | (0.07)                       | (0.02)            | -               | -               | (3.78)          |
| <b>Operating profit before working capital changes</b>              | <b>1,022.51</b>              | <b>(1,203.13)</b> | <b>958.52</b>   | <b>1,383.53</b> | <b>739.35</b>   |
| Movements in working capital:                                       |                              |                   |                 |                 |                 |
| (Increase)/ Decrease in Inventories                                 | -                            | -                 | -               | -               | -               |
| (Increase)/Decrease in Trade Receivables                            | (466.47)                     | 1,495.12          | (1,034.28)      | (928.40)        | (115.24)        |
| (Increase)/Decrease in Other Current/ Non-Current Assets            | -                            | -                 | -               | -               | -               |
| (Increase)/Decrease in Loans & Advances                             | (121.72)                     | 83.27             | (180.27)        | 31.48           | (455.59)        |
| Increase/(Decrease) in Trade Payables and Other Current Liabilities | (1,444.60)                   | 183.38            | 1,139.22        | 316.29          | 576.39          |
| <b>Cash generated from operations</b>                               | <b>(1,010.29)</b>            | <b>558.64</b>     | <b>883.18</b>   | <b>802.89</b>   | <b>744.92</b>   |
| CSR Expenses  | -                            | -                 | -               | -               | -               |
| Income tax paid during the year                                     | 9.65                         | 9.49              | 205.82          | 295.56          | 117.94          |
| <b>Net cash from operating activities (A)</b>                       | <b>(1,019.94)</b>            | <b>549.15</b>     | <b>677.36</b>   | <b>507.34</b>   | <b>626.98</b>   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                       |                              |                   |                 |                 |                 |
| Purchase/Sale of Fixed Assets                                       | (21.85)                      | 46.47             | 56.45           | (81.21)         | (307.81)        |
| Purchase of Long Term Investments                                   | -                            | -                 | -               | -               | -               |
| Purchase of Current Investments                                     | -                            | -                 | -               | -               | -               |
| Sale of Current Investments   | -                            | -                 | -               | -               | -               |
| Long Term Loans & Advances  | -                            | -                 | -               | -               | -               |
| Interest Received / Other Income                                    | 35.60                        | 117.73            | 63.48           | 28.27           | 13.70           |
| <b>Net cash from investing activities (B)</b>                       | <b>13.75</b>                 | <b>164.20</b>     | <b>119.93</b>   | <b>(52.94)</b>  | <b>(294.11)</b> |
| Proceeds from issue of share capital/application money              | -                            | -                 | -               | -               | -               |
| Interest paid on borrowings   | (395.75)                     | (398.64)          | (333.73)        | (313.28)        | (224.78)        |
| Proceeds/(Repayment) of Borrowings                                  | 429.48                       | (119.58)          | 114.75          | (72.32)         | 26.48           |
| Adj on account of minority interest                                 | 33.96                        | -                 | -               | -               | -               |
| <b>Net cash from financing activities (C)</b>                       | <b>67.68</b>                 | <b>(518.22)</b>   | <b>(218.98)</b> | <b>(385.60)</b> | <b>(198.30)</b> |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>            | <b>(938.51)</b>              | <b>195.13</b>     | <b>578.32</b>   | <b>68.80</b>    | <b>134.56</b>   |
| <b>Cash and cash equivalents at the beginning of the year</b>       | <b>1,173.88</b>              | <b>978.75</b>     | <b>400.43</b>   | <b>331.62</b>   | <b>197.06</b>   |
| <b>Cash and cash equivalents at the end of the year</b>             | <b>235.37</b>                | <b>1,173.88</b>   | <b>978.75</b>   | <b>400.43</b>   | <b>331.62</b>   |



## ANNEXURE - I.1: RESTATED CONSOLIDATED STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

| Particulars                           | As at 31st March |               |               |              |              |
|---------------------------------------|------------------|---------------|---------------|--------------|--------------|
|                                       | 2017             | 2016          | 2015          | 2014         | 2013         |
| <b>Authorised</b>                     |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 100.00       | 100.00       |
| <b>Issued</b>                         |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 50.00        | 50.00        |
| <b>Subscribed &amp; Fully Paid Up</b> |                  |               |               |              |              |
| Equity Shares of Rs. 10 each          | 500.00           | 500.00        | 500.00        | 50.00        | 50.00        |
| <b>Total</b>                          | <b>500.00</b>    | <b>500.00</b> | <b>500.00</b> | <b>50.00</b> | <b>50.00</b> |

### Notes:

#### I.1.1 Right, Perferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

#### I.1.2 Reconciliation of No. of Shares Outstanding at the end of the year

| Particulars                                     | For The Year Ended March 31, |                  |                  |                |                |
|---|------------------------------|------------------|------------------|----------------|----------------|
|   | 2017                         | 2016             | 2015             | 2014           | 2013           |
| Shares outstanding at the beginning of the year | 5,000,000                    | 5,000,000        | 500,000          | 500,000        | 500,000        |
| Bonus Shares issued during the year             | -                            | -                | 4,500,000        | -              | -              |
| Shares bought back during the year              | -                            | -                | -                | -              | -              |
| Any other movement (please specify)             | -                            | -                | -                | -              | -              |
| Share outstanding at the end of the year        | <b>5,000,000</b>             | <b>5,000,000</b> | <b>5,000,000</b> | <b>500,000</b> | <b>500,000</b> |

I.1.3 As per records of the company, including its register of shareholders/member and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

#### I.1.4 Details of Shareholding more than 5% of the aggregate shares in the company

| Name of Shareholder        | 31-Mar-17 |              | 31-Mar-16 |              | 31-Mar-15 |              | 31-Mar-14 |              | 31-Mar-13 |              |
|----------------------------|-----------|--------------|-----------|--------------|-----------|--------------|-----------|--------------|-----------|--------------|
|                            | NOS       | % of Holding | NOS       | % of Holding | NOS       | % of Holding | NOS       | % of Holding | NOS       | % of Holding |
| Shrikant Damodar Nibandhe  | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 125,000   | 25.00 %      | 125,000   | 25.00 %      |
| Makarand Pradhan Prabhakar | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 125,000   | 25.00 %      | 125,000   | 25.00 %      |
| Sanjiv Arvind Potnis       | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 125,000   | 25.00 %      | 125,000   | 25.00 %      |
| Leena Prashant Salvi       | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 1,250,000 | 25.00 %      | 125,000   | 25.00 %      | 125,000   | 25.00 %      |
| Sneha Shrikant Niandhe     | 6,25,000  | 12.50 %      | -         | -            | -         | -            | -         | -            | -         | -            |



## ANNEXURE – I.2: Restated Consolidated Statement of Reserves and Surplus

(Rs. In Lakhs)

| Particulars  | As at 31st March |               |                 |                 |               |
|--|------------------|---------------|-----------------|-----------------|---------------|
|  | 2017             | 2016          | 2015            | 2014            | 2013          |
| <b>Share Premium Account</b>   |                  |               |                 |                 |               |
| Balance as at the beginning of the year                                    | -                | -             | -               | -               | -             |
| Add: Share Premium received during the year                                | -                | -             | -               | -               | -             |
| Less: Bonus Shares Issued  | -                | -             | -               | -               | -             |
| Balance as at the end of the year  | -                | -             | -               | -               | -             |
| <b>General Reserve</b>   |                  |               |                 |                 |               |
| Balance as at the beginning of the year                                    | 76.04            | 76.04         | 76.04           | 76.04           | 76.04         |
| Add: Additions for the year  | -                | -             | -               | -               | -             |
| Balance as at the end of the year  | <b>76.04</b>     | <b>76.04</b>  | <b>76.04</b>    | <b>76.04</b>    | <b>76.04</b>  |
| <b>Capital Reserve</b>   |                  |               |                 |                 |               |
| Balance as at the beginning of the year                                    | 3.45             | 3.45          | 0.25            | 0.25            | 0.25          |
| Add: Additions for the year  | -                | -             | 3.20            | -               | -             |
| Balance as at the end of the year  | <b>3.45</b>      | <b>3.45</b>   | <b>3.45</b>     | <b>0.25</b>     | <b>0.25</b>   |
| <b>Balance in Statement of Profit &amp; Loss</b>                           |                  |               |                 |                 |               |
| Balance as at the beginning of the year                                    | 79.80            | 1,628.53      | 1498.02         | 554.98          | 362.37        |
| Add: Profit for the year   | 577.49           | (1,548.73)    | 599.20          | 943.03          | 192.61        |
| Less: Bonus Shares Issued  | -                | -             | (450.00)        | -               | -             |
| Less: Addl Depreciation pursuant to change of law                          | -                | -             | (6.98)          | -               | -             |
| Add.: Loan balances written back   | -                | -             | 4.35            | -               | -             |
| Add.: Transfer from Minority interest                                      | -                | -             | (16.07)         | -               | -             |
| Balance as at the end of the year  | <b>657.28</b>    | <b>79.80</b>  | <b>1628.53</b>  | <b>1498.02</b>  | <b>554.98</b> |
| <b>Grand Total</b>   | <b>736.77</b>    | <b>159.29</b> | <b>1,708.02</b> | <b>1,574.31</b> | <b>631.27</b> |
| <b>Minority Interest</b>   |                  |               |                 |                 |               |
| Balance as at the beginning of the year                                    | 151.57           | 234.58        | 476.65          | 836.86          | 848.48        |
| Add: Additions for the year  | (5.07)           | (83.01)       | (359.76)        | (360.21)        | (11.61)       |
| Less: Transfer to Capital Reserve  |                  |               | 3.20            |                 |               |
| Less: Depreciation on assets whose useful life has expired on 1 April 2014 |                  |               | (103.48)        |                 |               |
| Add: Loan balances written back  |                  |               | 1.34            |                 |               |
| Add: Adjustment on deletion in share of minority                           | 33.96            |               |                 |                 |               |
| Less: Transfer to Profit and Loss Account                                  |                  |               | (16.07)         |                 |               |
| Balance as at the end of the year  | <b>180.45</b>    | <b>151.57</b> | <b>234.58</b>   | <b>476.65</b>   | <b>836.86</b> |

## ANNEXURE – I.3: Restated Consolidated Statement of Long Term Borrowings



(Rs. In Lakhs)

| Particulars  | 31-Mar-17     |          | 31-Mar-16     |             | 31-Mar-15     |              | 31-Mar-14     |               | 31-Mar-13     |               |
|--|---------------|----------|---------------|-------------|---------------|--------------|---------------|---------------|---------------|---------------|
|  | Non-Curr ent  | Curr ent | Non-Curr ent  | Curre nt    | Non-Curre nt  | Curre nt     | Non-Curr ent  | Curre nt      | Non-Curre nt  | Curr ent      |
| <b>Secured:</b>                                      |               |          |               |             |               |              |               |               |               |               |
| <b>Term Loan:</b>                                    |               |          |               |             |               |              |               |               |               |               |
| <i>From Banks:</i>                                   |               |          |               |             |               |              |               |               |               |               |
| <i>From Bank of India</i>                            | -             | -        | -             | -           | -             | 50.36        | 50.36         | 62.73         | 113.09        | 74.14         |
| <i>From HDFC Bank</i>                                | -             | -        | -             | -           | -             | 39.11        | 97.24         | 39.11         | 136.35        | 84.56         |
| <b>Vehicle Loans:</b>                                |               |          |               |             |               |              |               |               |               |               |
| <i>Hdfc Car Loan Mercedes Benz E250 A/C 19502134</i> | -             | -        | -             | -           | -             | 3.62         | 3.30          | 6.85          | 10.15         | 5.68          |
| <i>Hdfc Car Loan Mercedes Benz</i>                   | -             | -        | -             | -           | -             | -            | -             | -             | -             | 1.25          |
| <i>Hdfc Car Loan Scorpio</i>                         | -             | -        | -             | 1.14        | 1.14          | 3.18         | 4.31          | 2.86          | -             | -             |
| <i>Volkswagen Car Loan A/C No. 20121009956</i>       | -             | -        | -             | -           | -             | 0.46         | 0.47          | 1.99          | 2.50          | 1.87          |
| <i>Hdfc Manza Aura Car Loan A/C No: 18549683</i>     | -             | -        | -             | -           | -             | -            | 0.17          | -             | 2.11          | -             |
| <i>Kotak Mahindra Car Loan BMW</i>                   | -             | -        | -             | -           | -             | -            | -             | 2.85          | 2.91          | 5.63          |
| <b>Unsecured:</b>                                    |               |          |               |             |               |              |               |               |               |               |
| <b>Loan From Related Parties</b>                     |               |          |               |             |               |              |               |               |               |               |
| <i>-Makarand Pradhan Prabhakar</i>                   | 21.48         | -        | 17.57         | -           | 17.57         | -            | 23.00         | -             | 7.50          | -             |
| <i>-Sanjiv Arvind Potnis</i>                         | 80.65         | -        | 67.73         | -           | 85.12         | -            | 3.50          | -             | 7.50          | -             |
| <i>-Shrikant Damodar Nibandhe</i>                    | 107.27        | -        | 93.04         | -           | 119.23        | -            | 8.35          | -             | 14.25         | -             |
| <i>-Leena Prashant Salvi</i>                         | 65.16         | -        | 77.60         | -           | 23.00         | -            | 8.00          | -             | 7.50          | -             |
| <b>Loan From Other Than Related Parties</b>          |               |          |               |             |               |              |               |               |               |               |
| <i>- L &amp; T Finance</i>                           | -             | -        | -             | -           | -             | -            | 0.25          | -             | 4.34          | -             |
| <i>- Indusind Bank Ltd</i>                           | -             | -        | -             | -           | 2.27          | -            | 24.10         | -             | -             | -             |
| <i>- Bajaj Finance</i>                               | -             | -        | -             | -           | -             | -            | -             | -             | 35.35         | -             |
| <i>-Tata Capital Limited</i>                         | -             | -        | 21.24         | -           | 40.00         | -            | -             | -             | -             | -             |
| <i>-Kotak Mahindra Bank Limited</i>                  | -             | -        | 45.05         | -           | 75.00         | -            | -             | -             | -             | -             |
| <i>-Anju Didwania</i>                                | -             | -        | -             | -           | -             | -            | 2.20          | -             | 4.40          | -             |
| <i>-Ashwin Diswania</i>                              | -             | -        | -             | -           | -             | -            | 2.20          | -             | 4.40          | -             |
| <b>Total</b>   | <b>274.56</b> | <b>-</b> | <b>322.23</b> | <b>1.14</b> | <b>363.32</b> | <b>96.72</b> | <b>227.45</b> | <b>116.39</b> | <b>352.34</b> | <b>173.14</b> |



|   |               |          |               |          |               |          |               |          |               |          |
|---|---------------|----------|---------------|----------|---------------|----------|---------------|----------|---------------|----------|
| <i>Less: Amount Disclosed Under The Head "Other Current Liabilities" (Refer Note I.8)</i> | -             | -        | -             | 1.14     | -             | 96.72    | -             | 116.39   | -             | 173.14   |
| <b>Total</b>  | <b>274.56</b> | <b>-</b> | <b>322.23</b> | <b>-</b> | <b>363.32</b> | <b>-</b> | <b>227.45</b> | <b>-</b> | <b>352.34</b> | <b>-</b> |

Out of the above amounts outstanding from related parties are as follows:

(Rs. In Lakhs)

| Particulars                 | 31-Mar-17     |          | 31-Mar-16     |          | 31-Mar-15     |          | 31-Mar-14    |          | 31-Mar-13    |          |
|-----------------------------|---------------|----------|---------------|----------|---------------|----------|--------------|----------|--------------|----------|
|                             | Non-Curr ent  | Curr ent | Non-Curr ent  | Curre nt | Non-Curre nt  | Curre nt | Non-Curr ent | Curre nt | Non-Curre nt | Curr ent |
| -Makarand Pradhan Prabhakar | 21.48         | -        | 17.57         | -        | 17.57         | -        | 23.00        | -        | 7.50         | -        |
| -Sanjiv Arvind Potnis       | 80.65         | -        | 67.73         | -        | 85.12         | -        | 3.50         | -        | 7.50         | -        |
| -Shrikant Damodar Nibandhe  | 107.27        | -        | 93.04         | -        | 119.23        | -        | 8.35         | -        | 14.25        | -        |
| -Leena Prashant Salvi       | 65.16         | -        | 77.60         | -        | 23.00         | -        | 8.00         | -        | 7.50         | -        |
| <b>Total</b>                | <b>274.56</b> | <b>-</b> | <b>255.93</b> | <b>-</b> | <b>244.92</b> | <b>-</b> | <b>42.85</b> | <b>-</b> | <b>36.75</b> | <b>-</b> |

**Note I.3.1:** There were no re-schedulement or default in the repayment of loans taken by the Company.

**Note I.3.2:** All Vehicle loans are secured against specific vehicles, repayment in monthly installments comprising 36 to 84 installments and carry rate of interest ranging from 9.75% to 10.95% p.a..

**Note I.3.3:** Loans taken from related parties carry nil rate of interest.

**ANNEXURE – I.4: Restated Consolidated Statement of Deferred Tax Assets/(Liabilities) (Net)**

(Rs. In Lakhs)

| Particulars   | As at 31st March |                |                |                |                |
|---|------------------|----------------|----------------|----------------|----------------|
|   | 2017             | 2016           | 2015           | 2014           | 2013           |
| <b>Deferred Tax Assets</b>                          |                  |                |                |                |                |
| Disallowance under the Income Tax Act               | -                | -              | -              | -              | -              |
| On account of retirement benefits                   | 97.74            | 71.76          | 66.45          | 32.21          | 46.94          |
| Related to Fixed Assets                             | -                | -              | -              | 22.84          | -              |
| <b>Total (a)</b>                                    | <b>97.74</b>     | <b>71.76</b>   | <b>66.45</b>   | <b>55.06</b>   | <b>46.94</b>   |
| <b>Deferred Tax Liability</b>                       |                  |                |                |                |                |
| Preliminary expenses                                | -                | -              | -              | -              | -              |
| Related to Fixed Assets                             | 4.96             | 10.67          | 21.82          | 42.39          | 33.03          |
| On account of retirement benefits                   | -                | -              | -              | -              | -              |
| <b>Total (b)</b>                                    | <b>4.96</b>      | <b>10.67</b>   | <b>21.82</b>   | <b>42.39</b>   | <b>33.03</b>   |
| <b>Net deferred tax (asset)/liability-{(a)-(b)}</b> | <b>(92.78)</b>   | <b>(61.08)</b> | <b>(44.63)</b> | <b>(12.66)</b> | <b>(13.92)</b> |



#### ANNEXURE – I.5: Restated Consolidated Statement of Long Term Provisions

(Rs. In Lakhs)

| Particulars            | As at 31st March |               |               |              |              |
|------------------------|------------------|---------------|---------------|--------------|--------------|
|                        | 2017             | 2016          | 2015          | 2014         | 2013         |
| Provision for gratuity | 295.63           | 232.22        | 204.81        | 99.28        | 69.28        |
| <b>Grand Total</b>     | <b>295.63</b>    | <b>232.22</b> | <b>204.81</b> | <b>99.28</b> | <b>69.28</b> |

#### ANNEXURE – I.6: Restated Consolidated Statement of Short Term Borrowings

(Rs. In Lakhs)

| Particulars                              | As at 31st March |                 |                 |                 |                 |
|--|------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>Secured Loan Repayable on Demand:</b> |                  |                 |                 |                 |                 |
| Cash Credit Limit From Bank of India     | 1050.67          | 1,026.26        | 1,090.18        | 689.77          | 709.48          |
| Working Capital Demand Loan from BOI     | 452.74           | -               | -               | -               | -               |
| Cash Credit Limit From Citi Bank         | -                | -               | 14.56           | 436.09          | 363.81          |
| <b>Grand Total</b>                       | <b>1,503.41</b>  | <b>1,026.26</b> | <b>1,104.75</b> | <b>1,125.87</b> | <b>1,073.29</b> |

##### Notes: I.1.6.1

1. Cash credit limit from Bank of India of Rs. 10 Crore and Working Capital Demand Loan from Bank of India of Rs. 5 Crore is secured by Exclusive Charge on Book Debts by way of Hypothecation.

##### Collateral Security:

(1) Equitable Mortgage of Unit No. 701, 702 at T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai,

(2) Equitable Mortgage of Unit No. 703, 704, 705 at T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai

(3) Equitable Mortgage of Residential Property in the name of Director: Flat No 1604 & 1605, 16th Floor, A Wing, Kanjur Village, Mumbai

(4) Equitable Mortgage of Residential Property in the name of Company: 10th Floor, Brick Kiln Road, Rurasawalkam Village, Chennai.

All credit facilities from Bank of India is guaranteed by following personal/corporate guarantee:

a. Makarand Pradhan Prabhakar, b. Shrikant Damodar Nibandhe, c. Sanjiv Arvind Potnis, d. Leena Prashant Salvi, e. WSA Shpg Bombay Private Limited, f. Vrinda Makarand Pradhan.

#### ANNEXURE – I.7: Restated Consolidated Statement of Trade Payables

(Rs. In Lakhs)

| Particulars                                    | As at 31st March |                 |                 |                 |                 |
|--|------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2017             | 2016            | 2015            | 2014            | 2013            |
| Payable to Micro, small and medium enterprises | -                | -               | -               | -               | -               |
| Payable to related parties                     | -                | -               | -               | -               | -               |
| Payable to Others                              | 1,743.28         | 3,097.06        | 2,850.87        | 1,741.79        | 1,370.89        |
| <b>Grand Total</b>                             | <b>1,743.28</b>  | <b>3,097.06</b> | <b>2,850.87</b> | <b>1,741.79</b> | <b>1,370.89</b> |





#### ANNEXURE – I.8: Restated Consolidated Statement of Other Current Liabilities

(Rs. In Lakhs)

| Particulars                               | As at 31st March |               |               |               |               |
|---|------------------|---------------|---------------|---------------|---------------|
|   | 2017             | 2016          | 2015          | 2014          | 2013          |
| Current Maturities of Long Term Borrowing | -                | 1.14          | 96.72         | 116.39        | 173.14        |
| Shifting / Brokerage Payable              | -                | -             | -             | -             | -             |
| Statutory Dues                            | 60.39            | 220.36        | 210.85        | 305.65        | 353.41        |
| Expenses Payable                          | 72.20            | 65.33         | 69.47         | 30.39         | 10.50         |
| <b>Grand Total</b>                        | <b>132.59</b>    | <b>286.82</b> | <b>377.04</b> | <b>452.43</b> | <b>537.05</b> |

#### ANNEXURE – I.9: Restated Consolidated Statement of Short Term Provisions

(Rs. In Lakhs)

| Particulars                                       | As at 31st March |          |          |          |          |
|---|------------------|----------|----------|----------|----------|
|   | 2017             | 2016     | 2015     | 2014     | 2013     |
| Provision for Income Tax (net of income tax paid) | -                | -        | -        | -        | -        |
| Provision for gratuity                            | -                | -        | -        | -        | -        |
| <b>Grand Total</b>                                | <b>-</b>         | <b>-</b> | <b>-</b> | <b>-</b> | <b>-</b> |

#### ANNEXURE – I.10: Restated Consolidated Statement of Fixed Assets

(Rs. In Lakhs)

| Particulars                      | As at 31st March |          |          |          |          |
|----------------------------------|------------------|----------|----------|----------|----------|
|                                  | 2017             | 2016     | 2015     | 2014     | 2013     |
| <b>Tangible Assets</b>           |                  |          |          |          |          |
| <b>Buildings</b>                 |                  |          |          |          |          |
| Gross Block                      | 1,059.93         | 1,059.93 | 1,059.93 | 1,059.93 | 1,032.95 |
| Less: Accumulated Depreciation   | 245.95           | 210.44   | 173.27   | 134.37   | 92.87    |
| Net Block                        | 813.98           | 849.49   | 886.66   | 925.56   | 940.08   |
| <b>Residential Flat</b>          |                  |          |          |          |          |
| Gross Block                      | 47.06            | 47.06    | 47.06    | 47.06    | 47.06    |
| Less: Accumulated Depreciation   | 11.00            | 9.16     | 7.23     | 5.20     | 3.01     |
| Net Block                        | 36.07            | 37.90    | 39.83    | 41.86    | 44.05    |
| <b>Telephones/ Mobile Phones</b> |                  |          |          |          |          |
| Gross Block                      | 24.06            | 21.45    | 20.72    | 19.49    | 13.49    |
| Less: Accumulated Depreciation   | 20.10            | 17.58    | 13.88    | 5.02     | 3.17     |
| Net Block                        | 3.96             | 3.87     | 6.84     | 14.47    | 10.32    |
| <b>Office Equipments</b>         |                  |          |          |          |          |
| Gross Block                      | 175.49           | 174.78   | 177.29   | 167.47   | 151.25   |
| Less: Accumulated Depreciation   | 157.07           | 140.05   | 108.73   | 38.60    | 18.74    |
| Net Block                        | 18.43            | 34.73    | 68.56    | 128.87   | 132.51   |
| <b>Furniture &amp; Fixtures</b>  |                  |          |          |          |          |
| Gross Block                      | 242.73           | 242.73   | 243.57   | 243.20   | 240.37   |
| Less: Accumulated Depreciation   | 175.31           | 150.99   | 118.40   | 72.56    | 34.93    |
| Net Block                        | 67.43            | 91.74    | 125.17   | 170.64   | 205.44   |
| <b>Vehicles</b>                  |                  |          |          |          |          |
| Gross Block                      | 187.90           | 177.87   | 309.93   | 526.79   | 510.95   |
| Less: Accumulated Depreciation   | 159.62           | 142.37   | 198.20   | 344.86   | 256.61   |
| Net Block                        | 28.28            | 35.50    | 111.73   | 181.93   | 254.35   |
| <b>Computers</b>                 |                  |          |          |          |          |
| Gross Block                      | 186.11           | 178.90   | 167.77   | 146.89   | 133.73   |



|                                |               |                 |                 |                 |                 |
|--------------------------------|---------------|-----------------|-----------------|-----------------|-----------------|
| Less: Accumulated Depreciation | 169.33        | 157.10          | 130.39          | 99.12           | 71.71           |
| Net Block                      | 16.77         | 21.81           | 37.39           | 47.77           | 62.02           |
| <b>Total Tangible Assets</b>   | <b>984.91</b> | <b>1,075.04</b> | <b>1,276.17</b> | <b>1,511.10</b> | <b>1,648.78</b> |
| <b>Total Fixed Assets</b>      | <b>984.91</b> | <b>1,075.04</b> | <b>1,276.17</b> | <b>1,511.10</b> | <b>1,648.78</b> |

#### ANNEXURE – I.11: Restated Consolidated Statement of Non-Current Investments

(Rs. In Lakhs)

| Particulars   | As at 31st March |             |             |             |             |
|---|------------------|-------------|-------------|-------------|-------------|
|   | 2017             | 2016        | 2015        | 2014        | 2013        |
| 10,170 units of ICICI Prudential Techno Fund of Face value of Rs. 10 each | 1.02             | 1.02        | 1.02        | 1.02        | 1.02        |
| Market Value  | (4.17)           | (4.25)      | (3.06)      | (2.57)      | (2.18)      |
| <b>Grand Total</b>  | <b>1.02</b>      | <b>1.02</b> | <b>1.02</b> | <b>1.02</b> | <b>1.02</b> |

#### ANNEXURE – I.12: Restated Consolidated Statement of Long Term Loans and Advances

(Rs. In Lakhs)

| Particulars                          | As at 31st March |              |               |               |               |
|--------------------------------------|------------------|--------------|---------------|---------------|---------------|
|                                      | 2017             | 2016         | 2015          | 2014          | 2013          |
| <b>(Unsecured considered good)</b>   |                  |              |               |               |               |
| Security Deposits                    | 36.54            | 42.57        | 88.66         | 85.50         | 85.20         |
| <b>Other Loans &amp; Advances</b>    |                  |              |               |               |               |
| -GOLDEN TICKET FILMS PRIVATE LIMITED | -                | -            | 29.07         | 29.07         | 29.07         |
| -CP World Lines Delhi Pvt Ltd        | -                | -            | -             | -             | 0.32          |
| -ADVANCE FOR HARIPATI LAL SHRESTHA   | -                | -            | -             | 5.72          | -             |
| <b>Grand Total</b>                   | <b>36.54</b>     | <b>42.57</b> | <b>117.73</b> | <b>120.29</b> | <b>114.58</b> |

#### ANNEXURE – I.13: Restated Consolidated Statement of Trade Receivables

(Rs. In Lakhs)

| Particulars   | As at 31st March |                 |                 |                 |                 |
|---|------------------|-----------------|-----------------|-----------------|-----------------|
|   | 2017             | 2016            | 2015            | 2014            | 2013            |
| <b>Outstanding for a period less than six months from the date they are due for payment</b> |                  |                 |                 |                 |                 |
| Unsecured, Considered Good  | 2,352.06         | 1,930.37        | 3,145.85        | 2,436.98        | 1,768.44        |
| <b>Outstanding for a period exceeding six months from the date they are due for payment</b> |                  |                 |                 |                 |                 |
| Unsecured, Considered Good  | 897.74           | 852.95          | 1,132.60        | 807.18          | 547.33          |
| Unsecured, Considered Doubtful  | -                | -               | -               | -               | 12.00           |
| Less: Provision for Doubtful Debts  | -                | -               | -               | -               | 12.00           |
| <b>Grand Total</b>  | <b>3,249.80</b>  | <b>2,783.33</b> | <b>4,278.45</b> | <b>3,244.17</b> | <b>2,315.77</b> |

#### ANNEXURE – I.14: Restated Consolidated Statement of Cash and Cash Equivalents

(Rs. In Lakhs)

| Particulars                 | As at 31st March |                 |               |               |               |
|-----------------------------|------------------|-----------------|---------------|---------------|---------------|
|                             | 2017             | 2016            | 2015          | 2014          | 2013          |
| <b>Cash in hand</b>         | <b>6.72</b>      | <b>2.01</b>     | <b>11.98</b>  | <b>9.57</b>   | <b>23.51</b>  |
| <b>Balances with Banks:</b> |                  |                 |               |               |               |
| -In Current Accounts        | 53.12            | 114.71          | 10.88         | 87.73         | 23.23         |
| <b>Other Bank Balances:</b> |                  |                 |               |               |               |
| -Fixed Deposit Receipts     | 175.53           | 1,057.16        | 955.89        | 303.12        | 284.89        |
| <b>Grand Total</b>          | <b>235.37</b>    | <b>1,173.88</b> | <b>978.75</b> | <b>400.43</b> | <b>331.62</b> |



#### ANNEXURE – I.15: Restated Consolidated Statement of Short Term Loans and Advances

(Rs. In Lakhs)

| Particulars                               | As at 31st March |               |               |               |               |
|---|------------------|---------------|---------------|---------------|---------------|
|   | 2017             | 2016          | 2015          | 2014          | 2013          |
| Advance to Suppliers                      | -                | -             | 35.00         | 194.14        | 183.34        |
| <b>Balances with Revenue Authorities:</b> |                  |               |               |               |               |
| Income Tax                                | 501.32           | 473.60        | 344.30        | 166.36        | 174.08        |
| MAT Credit                                | 107.51           | -             | -             | -             | -             |
| Service Tax                               | 1.74             | -             | 77.38         | 5.82          | 14.06         |
| Advances to Others                        | 114.16           | 95.63         | 59.38         | 36.46         | 116.19        |
| Prepaid expenses                          | 41.56            | 69.31         | 130.59        | 55.34         | 7.65          |
| <b>Grand Total</b>                        | <b>766.29</b>    | <b>638.53</b> | <b>646.64</b> | <b>458.12</b> | <b>495.31</b> |

#### ANNEXURE – I.16: Restated Consolidated Statement of Other Current assets

(Rs. In Lakhs)

| Particulars             | As at 31st March |          |          |          |          |
|-------------------------|------------------|----------|----------|----------|----------|
|                         | 2017             | 2016     | 2015     | 2014     | 2013     |
| Other Receivables       | -                | -        | -        | -        | -        |
| Interest Accrued on FDR | -                | -        | -        | -        | -        |
| <b>Grand Total</b>      | <b>-</b>         | <b>-</b> | <b>-</b> | <b>-</b> | <b>-</b> |

#### ANNEXURE – II.1: Restated Consolidated Statement of Revenue from Operations

(Rs. In Lakhs)

| Particulars                            | For The Year Ended March 31, |                  |                  |                  |                  |
|--|------------------------------|------------------|------------------|------------------|------------------|
|  | 2017                         | 2016             | 2015             | 2014             | 2013             |
| Freight                                | 9,265.66                     | 10,764.40        | 13,982.51        | 12,990.85        | 12,351.72        |
| T.H.C Charges                          | 2,480.49                     | 2,453.12         | 2,694.93         | 2,746.93         | 2,810.67         |
| D.O. Charges                           | 708.29                       | 680.61           | 700.18           | 1,815.44         | 1,776.92         |
| Other Charges                          | 8,836.85                     | 10,686.55        | 10,137.69        | 8,729.04         | 5,948.45         |
| <b>Revenue from operations (Gross)</b> | <b>21,291.29</b>             | <b>24,584.67</b> | <b>27,515.32</b> | <b>26,282.26</b> | <b>22,887.75</b> |

#### ANNEXURE – II.2: Restated Consolidated Statement of Other Income

(Rs. In Lakhs)

| Particulars               | For The Year Ended March 31, |               |              |              |              |
|---------------------------|------------------------------|---------------|--------------|--------------|--------------|
|                           | 2017                         | 2016          | 2015         | 2014         | 2013         |
| Interest                  | 35.60                        | 117.73        | 63.48        | 28.27        | 13.70        |
| Profit on sale of assets  | 0.07                         | 0.02          | -            | -            | 3.78         |
| Rent Income               | -                            | -             | -            | 15.87        | 12.04        |
| Exchange rate fluctuation | -                            | -             | -            | 0.01         | -            |
| Misc Income               | 0.39                         | -             | -            | 0.01         | 1.08         |
| <b>Grand Total</b>        | <b>36.06</b>                 | <b>117.75</b> | <b>63.48</b> | <b>44.17</b> | <b>30.61</b> |

#### ANNEXURE – II.3: Purchase of Services

(Rs. In Lakhs)

| Particulars             | For The Year Ended March 31, |                  |                  |                  |                  |
|-------------------------|------------------------------|------------------|------------------|------------------|------------------|
|                         | 2017                         | 2016             | 2015             | 2014             | 2013             |
| Freight & Other Charges | 17,517.74                    | 20,562.43        | 23,681.87        | 22,362.91        | 18,836.65        |
| <b>Grand Total</b>      | <b>17,517.74</b>             | <b>20,562.43</b> | <b>23,681.87</b> | <b>22,362.91</b> | <b>18,836.65</b> |



#### ANNEXURE – II.4: Restated Consolidated Statement of Employee benefit expense

(Rs. In Lakhs)

| Particulars                     | For The Year Ended March 31, |                 |                 |                 |                 |
|---------------------------------|------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                 | 2017                         | 2016            | 2015            | 2014            | 2013            |
| Salary & Wages                  | 1,260.72                     | 1,140.68        | 1,225.93        | 1,084.20        | 1,996.87        |
| Directors Remuneration          | 144.00                       | 144.00          | 144.00          | 141.00          | 108.00          |
| Contribution to Statutory Funds | 87.80                        | 78.07           | 80.47           | 73.29           | 63.66           |
| Staff & worker Welfare          | 17.96                        | 19.32           | 20.65           | 22.70           | 17.04           |
| <b>Grand Total</b>              | <b>1,510.49</b>              | <b>1,382.07</b> | <b>1,471.05</b> | <b>1,321.19</b> | <b>2,185.57</b> |

#### ANNEXURE – II.5: Restated Consolidated Statement of Finance costs

(Rs. In Lakhs)

| Particulars            | For The Year Ended March 31, |               |               |               |               |
|------------------------|------------------------------|---------------|---------------|---------------|---------------|
|                        | 2017                         | 2016          | 2015          | 2014          | 2013          |
| Interest on borrowings | 280.04                       | 237.79        | 183.26        | 200.49        | 154.75        |
| Bank Charges           | 85.70                        | 131.72        | 115.17        | 66.36         | 51.84         |
| Interest on Others     | 30.02                        | 29.13         | 35.30         | 46.42         | 18.18         |
| <b>Grand Total</b>     | <b>395.75</b>                | <b>398.64</b> | <b>333.73</b> | <b>313.28</b> | <b>224.78</b> |

#### ANNEXURE – II.6: Restated Consolidated Statement of Other Expenses

(Rs. In Lakhs)

| Particulars                                   | For The Year Ended March 31, |                 |                 |                 |                 |
|---|------------------------------|-----------------|-----------------|-----------------|-----------------|
|   | 2017                         | 2016            | 2015            | 2014            | 2013            |
| Administration Charges                        |                              |                 |                 |                 |                 |
| Advertisement & Business Promotion Exp        | 69.17                        | 68.92           | 76.13           | 104.77          | 56.10           |
| Auditor's Remuneration                        | 3.62                         | 4.41            | 3.70            | 3.76            | 3.73            |
| Additional Taxes Paid VAT and Service Tax     | 38.11                        | 30.34           | 0.56            | 0.33            | 0.42            |
| Bad Debts                                     | -                            | -               | -               | -               | 0.04            |
| Balances Written Off                          | -                            | -               | 0.28            | 0.14            | 100.00          |
| Communication Expenses                        | 92.41                        | 102.32          | 103.44          | 105.28          | 100.61          |
| Conveyance & Travelling Expenses              | 185.58                       | 191.73          | 216.82          | 256.94          | 195.03          |
| Electricity & Fuel                            | 93.93                        | 110.03          | 113.88          | 62.24           | 24.52           |
| General & Administration Expenses             | 292.65                       | 218.31          | 297.55          | 232.61          | 214.74          |
| Insurance                                     | 19.71                        | 28.87           | 33.92           | 24.47           | 69.76           |
| Legal & Professional Charges                  | 56.66                        | 86.79           | 57.23           | 36.49           | 40.75           |
| Loss due to Foreign Exchange Rate Fluctuation | 49.52                        | 131.70          | 94.12           | 88.60           | 76.08           |
| Loss on Assets sold                           | -                            | 45.48           | 14.66           | 1.94            | -               |
| Prelim Exps                                   | -                            | 0.10            | 0.10            | 0.46            | 0.56            |
| Printing & Stationery                         | 40.44                        | 43.46           | 61.63           | 58.65           | 44.44           |
| Rent, Rates & Taxes                           | 166.02                       | 210.08          | 180.06          | 152.96          | 143.79          |
| Repair & Maintenance                          | 133.13                       | 108.97          | 149.91          | 100.91          | 67.83           |
| <b>Grand Total</b>                            | <b>1,240.94</b>              | <b>1,381.51</b> | <b>1,403.98</b> | <b>1,230.52</b> | <b>1,138.42</b> |



## ANNEXURE – IV

### Basis of Preparation and Significant Accounting Policies and Practices of the Restated Consolidated Financial Statements for the the financial year ended 31<sup>st</sup> March, 2017, 2016, 2015, 2014 and 2013.

#### 1) Company Overview

The Company is engaged in Freight & forwarding services, primarily on consolidation of cargo, for both export & imports.

#### 2) Details of Subsidiaries

The accompanying Restated Consolidated Financial Information include the audited financial statements of 'Total Transport Systems Limited' ("the Holding Company") and its following subsidiaries, collectively referred to as 'the Group'.

| Name of the Company                             | Country of origin | % of Holding |        |        |        |        |
|---|-------------------|--------------|--------|--------|--------|--------|
|   |                   | March 31,    |        |        |        |        |
|   |                   | 2017         | 2016   | 2015   | 2014   | 2013   |
| CP World Logistics India Private Limited        | Indian            | 99.99%       | 99.99% | 99.99% | 99.99% | 99.99% |
| OneWorld Logistics Private Limited              | Indian            | 100%         | 100%   | 100%   | 100%   | 100%   |
| Total Transport Systems Private Limited (Nepal) | Nepal             | 64.00%       | 64.00% | 64.00% | 64.00% | 64.00% |

Apart from this the following companies have been consolidated in terms of section 2(87) of the Companies ACT 2013,

In this connection, we would like to state that under Section 2(87) of the Act, "a subsidiary company or subsidiary in relation to any other company (that is to say the holding company), means a company in which the holding company –

- 1) Controls the composition of the Board of Directors; or
- 2) Exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies."

Without prejudice to the above, the proviso to Section 129(3) of the Act states that "for the purposes of this subsection, the word subsidiary shall include associate company and joint venture company."

| Name of the Company                       | Country of origin | % of Holding |      |      |      |      |
|---|-------------------|--------------|------|------|------|------|
|   |                   | March 31,    |      |      |      |      |
|   |                   | 2017         | 2016 | 2015 | 2014 | 2013 |
| Miracle Shipping Agencies Private Limited | Indian            | NIL          | NIL  | NIL  | NIL  | NIL  |
| Artemis Translog Private Limited          | Indian            | NIL          | 50%  | 50%  | 50%  | 50%  |
| WSA Shpg Bombay Private Limited           | Indian            | NIL          | NIL  | NIL  | NIL  | NIL  |

- Artemis Translog Private Limited ceases to be a subsidiary for FY ended Mar 31, 2017
- Miracle Shipping Agencies Private Limited was not a subsidiary for FY ended Mar 31, 2016 and 2017



### 3) Basis of Preparation of Financial Statement

1. The Restated Consolidated Financial Statements of Assets and Liabilities of the Group as at 31st March 2017, 2016, 2015, 2014 and 2013 and Restated Consolidated Statement of Profit and Loss and Cash Flows for the period ended as at 31st March 2017, 2016, 2015, 2014 and 2013, (collectively referred to as “Restated Consolidated Financial Information”) have been prepared specifically for purpose of inclusion in the draft Prospectus (hereinafter referred to as ‘Prospectus’) / Prospectus to be filed by the Holding Company with the Securities and Exchange Board of India (SEBI) Registrar of Companies (ROC) in connection with the proposed Initial Public Offering (hereinafter referred to as ‘IPO’).
2. The Restated Consolidated Financial Information has been prepared by applying necessary adjustments to:
  - b. the Group’s Consolidated Financial Statements (‘financial Statement’) of the Company for the years ended 31st March 2017, 2016, 2015, 2014 and 2013, prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India (‘Indian GAAP’), the provisions of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act, 2013 (with the effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, (‘the Act’)) read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;
  - c. the Group’s Consolidated Financial Statements for the year ended March 31, 2016 prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India (‘GAAP’), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25, Interim Financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required.
3. With the effect from April 01, 2014, Schedule III notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year’s figures have been regrouped/reclassified wherever applicable. Appropriate reclassification/regrouping have been made in the Restated Consolidated Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest Lakhs.
4. The financial statements of the Subsidiaries are drawn upto the same reporting date as that of the Holding Company, i.e. 31st March 2017, 2016, 2015, 2014 and 2013

### 4) Principles of Consolidation

The Restated Consolidated Financial Information of the Group include the financial statement of the Holding Company and its subsidiaries and have been combined in accordance with the Accounting Standard (AS) 21 “Consolidated Financial Statements”, on a line-by-line basis by adding the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances / transactions and unrealized profits / losses in full.



The Restated Consolidated Financial Information of the Group have been prepared using uniform accounting policies for like transactions and other events in similar circumstances as mention in those policies, in the same manner as the Holding Company's separate financial statements except as otherwise stated in the Significant Accounting Policies.

The excess / deficit of cost to the Holding Company of its investment over its portion of equity in the subsidiaries at the respective dates on which investment in subsidiaries was made is recognized in the Consolidated Financial Statements as "Goodwill on consolidation" / "Capital Reserve".

Subsidiaries acquired / sold/ merged during the period have been consolidated from / up to the respective date of their acquisition / disposal / merger.

### **Significant Accounting Policies**

#### **1. Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent.

#### **2. Revenue Recognition**

Revenue from freight and services is recognised at the time of stuffing of the container. Revenue (Income) is recognized on accrual basis when no significant uncertainty as to measurability or collect ability exists. Revenues are reported net of discounts.

Dividends are recorded when the right to receive payable is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

#### **3. Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

#### **4. Fixed Assets**

Fixed Assets are stated at cost net of duty credit availed less accumulated depreciation and impairments, if any. The cost includes cost of acquisition/construction, installation and preoperative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are ready for use.

#### **5. Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets have been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from 1<sup>st</sup> April 2014 and depreciation on tangible fixed assets upto 31<sup>st</sup> March 2014 was provided at the rates and manner prescribed in schedule in Schedule XIV of the Companies Act, 1956.



| Asset                  | Useful Life |
|------------------------|-------------|
| Building & Civil Works | 30 Years    |
| Office Equipment       | 15 Years    |
| Vehicle                | 8 Years     |
| Furniture & Fixture    | 10 Years    |
| Computer               | 3 Years     |

However, depreciation of WSA Shpg Bombay Private Limited has been on straight line method

## 6. Investments

Long-term investments are stated at cost, less provision for other than temporary diminution in value.

## 7. Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will fructify. Deferred tax expenses or benefit is recognized on timing differences beings the difference between taxable income and accounting income tax originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to release such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction for relevant taxpaying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

## 8. Borrowing Cost

As per Accounting Standard -16, borrowing cost attributable to the acquisition of fixed assets is capitalized as part of the cost of fixed assets till the date it is put to use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.





## **9. Impairment of Assets**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

## **10. Earnings per share**

The company reports basic and diluted earnings per share (EPS) in accordance with the Accounting Standard 20(AS-20) issued by the Institute of Chartered Accountants of India. The basic EPS is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding, during the accounting period. Diluted earnings per equity share are computed by using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

## **11. Foreign currency transactions**

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

Assets and liabilities denominated in foreign currency are converted at the exchange rates prevailing as at the balance sheet date. Exchange differences other than those relating to acquisition of fixed assets are recognized in the statement of profit and loss. Exchange differences relating to purchase of fixed assets are adjusted to the carrying cost of fixed assets.

## **12. Provisions, Contingent liabilities and Contingent assets**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) 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 and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

## **13. Employees Benefits**

- (i) Liabilities towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- (ii) The benefits in the form of contribution to Provident Fund and Employees State Insurance are considered as the defined contribution schemes and are recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

## **14. Related Party Transactions**

Disclosure is being made separately for all the transactions with related parties as specified under Accounting Standard 18, issued by the Institute Chartered Accountants of India.



#### 14. General

Prepaid expenses and prior period expenses /income up to Rs. 5,000/- in each case are charged to relevant heads of account of the current year.

#### 15. Micro, Small & Medium Enterprises Development Act, 2006

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small and Medium Enterprises. Consequently, the amount paid/ payable to these parties during the year is not ascertainable. Consequently, as of now, it is neither possible for the Company to ascertain whether payment to such enterprises has been made within 45 days from the date of acceptance of supply of goods or services rendered by a supplier nor to give the relevant disclosures as required under the Act. This has been relied upon by the auditors.

### ANNEXURE – V: Material Adjustment to the Restated Consolidated Financial Statement

#### 1 Material Regrouping

Appropriate adjustments have been made in the Restated Consolidated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

#### 2. Material

##### Adjustments:

The Summary of results of restatement made in the Audited Consolidated Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Rs. In Lakhs)

| Particulars  | For The Year Ended March 31, |                   |               |               |                |
|--|------------------------------|-------------------|---------------|---------------|----------------|
|  | 2017                         | 2016              | 2015          | 2014          | 2013           |
| <b>Net Profits as per audited financial statements (A)</b> | 572.42                       | (1,661.24)        | (69.86)       | 128.26        | 274.85         |
| <b>Add/(Less): Adjustments on account of -</b>             |                              |                   |               |               |                |
| 1. Preliminary Expenses W/off                              | -                            | 0.29              | 0.29          | 0.29          | 0.19           |
| 2. Balances of Earlier year written back                   | -                            | 29.2              | 299.68        | 425.26        | (101.69)       |
| 3. Bad Debts Written Off                                   | -                            | -                 | 9.32          | 29.00         | 7.64           |
| <b>Total Adjustments (B)</b>                               | -                            | <b>0.29</b>       | <b>309.30</b> | <b>454.56</b> | <b>(93.86)</b> |
| <b>Add/(less): Tax Impact (C)</b>                          | -                            | -                 | -             | -             | -              |
| <b>Restated Profit/ (Loss) (A+B+C)</b>                     | <b>572.42</b>                | <b>(1,631.74)</b> | <b>239.44</b> | <b>582.82</b> | <b>180.99</b>  |

#### 3. Notes on Material Adjustments pertaining to prior years

##### (a) Preliminary Expenses Written Off

These expenses relates to the years before the reporting period and accordingly have been adjusted to the opening balance of profit & loss account for earliest reporting period i.e. FY 12-13.



**(b) Balances of earlier year written back**

These incomes relates to the years before the reporting period and accordingly have been adjusted to the opening balance of profit & loss account for earliest reporting period i.e. FY 12-13.

**(c) Bad debts written off**

These expenses relates to the years before the reporting period and accordingly have been adjusted to the opening balance of profit & loss account for earliest reporting period i.e. FY 12-13.

**ANNEXURE –VI**

**Notes to the Restated Consolidated Financial Statements for the years ended 31<sup>st</sup> March 2017, 2016, 2015, 2014 and 2013.**

1. The Company is engaged in the freight & forwarding i.e same type/class of services and has no other operations and as such there is no reportable segment as per Accounting Standard (AS-17) dealing with the Segment Reporting.
2. Amount of deposits brought in by the promoters of the company or their relatives or by both, by way of unsecured loan in pursuance of stipulation of bank (secured lender) during these years is exempt from definition of Deposits under clause (xiii) of 2(C) specified under The Companies (Acceptance of deposits) Rules, 2014. Hence, the same is not treated as public deposits
3. The company cannot identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, cannot be disclosed
4. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover Balances of Unsecured Loans, Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any
5. The figures of the previous year have been regrouped / recast wherever necessary so as to make them comparable with current year's figures.

**ANNEXURE - VII: RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES**

**(Rs. In Lakhs)**

| Particulars           | As at 31st March |          |          |          |          |
|-----------------------|------------------|----------|----------|----------|----------|
|                       | 2017             | 2016     | 2015     | 2014     | 2013     |
| 1. Bank Guarantees    | 1,501.62         | 3,582.76 | 3,479.54 | 1,191.24 | 1,103.00 |
| 2. Income Tax Demand  | 47.60            | 47.60    | 47.60    | 47.60    | 47.60    |
| 3. Service Tax Demand | 742.98           | 742.98   | -        | -        | -        |



|                         |                |                |                 |                 |                 |
|-------------------------|----------------|----------------|-----------------|-----------------|-----------------|
| nd                      |                |                |                 |                 |                 |
| 4.<br>TDS<br>Dema<br>nd | 26.89          | 24.23          | 22.45           | 18.77           | 15.41           |
| <b>Total</b>            | <b>2319.09</b> | <b>4397.56</b> | <b>3,549.59</b> | <b>1,257.60</b> | <b>1,166.00</b> |

#### **ANNEXURE - VIII: RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED**

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

##### **A. List of Related Parties and Nature of Relationship:**

| Particulars                                 | As at 31st March           |      |      |      |      |
|---|----------------------------|------|------|------|------|
|   | 2017                       | 2016 | 2015 | 2014 | 2013 |
| 1.<br>Enterprises<br>where<br>control exist | NA                         |      |      |      |      |
| 2. Other Related Parties:                   |                            |      |      |      |      |
| Key<br>Managemen<br>t Personnels            | Sanjiv Arvind Potnis       |      |      |      |      |
|   | Makarand Pradhan Prabhakar |      |      |      |      |
|   | Shrikant Damodar Nibandhe  |      |      |      |      |
|   | Leena Prashant Salvi       |      |      |      |      |

##### **B. Transactions carried out with related parties referred to in (1) above, in ordinary course of business:**

(Rs. In Lakhs)

| Nature of Transactions | Name of Party              | As at March 31, |       |       |       |       |
|------------------------|----------------------------|-----------------|-------|-------|-------|-------|
|                        |                            | 2017            | 2016  | 2015  | 2014  | 2013  |
| Directors Remuneration | Sanjiv Arvind Potnis       | 48.00           | 48.00 | 48.00 | 47.00 | 36.00 |
|                        | Makarand Pradhan Prabhakar | 48.00           | 48.00 | 48.00 | 47.00 | 36.00 |
|                        | Shrikant Damodar Nibandhe  | 48.00           | 48.00 | 48.00 | 47.00 | 36.00 |

##### **C. Outstanding Balance as at the end of the year**

(Rs. In Lakhs)

| Nature of Transactions | Name of Party              | As at March 31, |       |        |       |      |
|------------------------|----------------------------|-----------------|-------|--------|-------|------|
|                        |                            | 2017            | 2016  | 2015   | 2014  | 2013 |
| Payables               | Makarand Pradhan Prabhakar | 21.48           | 17.57 | 17.57  | 23.00 | 7.50 |
|                        | Sanjiv Arvind Potnis       | 80.65           | 67.73 | 85.12  | 3.50  | 7.50 |
|                        | Shrikant Damodar Nibandhe  | 107.27          | 93.04 | 119.23 | 3.50  | 7.50 |
|                        | Leena Prashant Salvi       | 65.16           | 77.60 | 23.00  | 8.00  | 7.50 |



## ANNEXURE - IX: RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

| Particulars   | As at 31st March |            |            |            |            |
|---|------------------|------------|------------|------------|------------|
|   | 2017             | 2016       | 2015       | 2014       | 2013       |
| Restated PAT as per P&L Account (Rs. in Lakhs)                            | 577.49           | (1,548.73) | 599.20     | 943.03     | 192.61     |
| Weighted Average Number of Equity Shares at the end of the Year (Note -2) | 10,000,000       | 10,000,000 | 10,000,000 | 10,000,000 | 10,000,000 |
| Net Worth   | 1,236.77         | 659.29     | 2208.02    | 1624.31    | 681.27     |
| <b>Earnings Per Share (with Bonus affect)</b>                             |                  |            |            |            |            |
| Basic (In Rupees) (Note 1.a)  | 5.77             | (15.49)    | 5.99       | 9.43       | 1.93       |
| Diluted (In Rupees)* (Note 1.b)   | 5.77             | (15.49)    | 5.99       | 9.43       | 1.93       |
| <b>Return on Net Worth (%)</b>  | 46.69            | (234.91)   | 27.14      | 58.06      | 28.27      |
| <b>Net Asset Value Per Share (Rs)</b>                                     | 12.37            | 6.59       | 22.08      | 16.24      | 6.81       |
| Nominal Value per Equity share (Rs.)                                      | 10               | 10         | 10         | 10         | 10         |

\* The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.

Notes:

1) The ratios have been calculated as below:

- Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
- Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
- Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year. Further, number of shares are after considering impact of the Bonus Shares in the ratio of 9 Bonus Shares for 1 fully paid up share in FY 2014-15 and 1 Bonus Share for 1 fully paid up equity share post FY 2016-17, issues without consideration, treating the said Issues as if they have occurred prior to the beginning of the FY 2012-13, the earliest period reported.

3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

5) The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.

## ANNEXURE - X: RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

| Sr. No       | Particulars       | Pre issue       | Post issue      |
|--------------|-------------------|-----------------|-----------------|
| <b>Debts</b> |                   |                 |                 |
| A            | Long Term Debt    | 274.56          | 274.56          |
| B            | Short Term Debt   | 1,503.41        | 1,503.41        |
| C            | <b>Total Debt</b> | <b>1,777.97</b> | <b>1,777.97</b> |



| <b>Equity Shareholders Funds</b> |                                    |                 |                 |
|----------------------------------|------------------------------------|-----------------|-----------------|
|                                  | Equity Share Capital               | 1,052.60        | 1,430.60        |
|                                  | Reserves and Surplus               | 420.87          | 1,743.87        |
| <b>D</b>                         | <b>Total Equity</b>                | <b>1,473.47</b> | <b>3,174.47</b> |
| <b>E</b>                         | <b>Total Capitalisation</b>        | <b>3,251.44</b> | <b>4,952.44</b> |
|                                  | Long Term Debt/ Equity Ratio (A/D) | 0.19            | 0.09            |
|                                  | Total Debt/ Equity Ratio (C/D)     | 1.21            | 0.56            |

**Notes:**

- 1) Long Term Debt are borrowings other than short-term borrowings and also includes current maturities of long- term debt included in other current liabilities
- 2) The company has allotted bonus shares in the ratio of 1:1 on May 02, 2017 and allotted 5,26,000 equity shares at Rs. 45/- each (including share premium of Rs. 35/-) through private placement on May 19, 2017.

**ANNEXURE - XI: RESTATED CONSOLIDATED STATEMENT OF TAX SHELTERS**

(Rs. In Lakhs)

| Sr. No.  | Particulars  | As at March 31, |                   |               |                 |                |
|----------|--|-----------------|-------------------|---------------|-----------------|----------------|
|          |  | 2017            | 2016              | 2015          | 2014            | 2013           |
| <b>A</b> | <b>Restated Profit before tax</b>  | 550.38          | (1,638.70)        | 413.29        | 879.63          | 297.39         |
|          | Normal Corporate Tax Rates (%)   | 34.61%          | 34.61%            | 32.45%        | 32.45%          | 32.45%         |
|          | MAT Tax Rates (%)  | 21.34%          | 21.34%            | 20.39%        | 20.01%          | 20.01%         |
| <b>B</b> | <b>Tax thereon (including surcharge and education cess)</b>                                |                 |                   |               |                 |                |
|          | Tax on normal profits  | 190.47          | (567.12)          | 134.09        | 285.40          | 96.49          |
|          | <b>Total</b>   | <b>190.47</b>   | <b>(567.12)</b>   | <b>134.09</b> | <b>285.40</b>   | <b>96.49</b>   |
|          | <b>Adjustments:</b>  |                 |                   |               |                 |                |
| <b>C</b> | <b>Permanent Differences</b>   |                 |                   |               |                 |                |
|          | Deduction not allowed under Income Tax Act   | -               | -                 | -             | -               | -              |
|          | Exempt Income  | -               | -                 | -             | -               | -              |
|          | Disallowance of Expenses under the Income Tax Act  | 0.25            | 62.81             | 20.71         | 22.66           | 6.82           |
|          | <b>Total Permanent Differences</b>   | <b>0.25</b>     | <b>62.81</b>      | <b>20.71</b>  | <b>22.66</b>    | <b>6.82</b>    |
| <b>D</b> | <b>Timing Differences</b>  |                 |                   |               |                 |                |
|          | Difference between tax depreciation and book depreciation                                  | (5.45)          | 21.61             | 65.33         | (16.95)         | (37.84)        |
|          | Provision for Gratuity disallowed  | 84.85           | 36.41             | 0.27          | 30.00           | 7.00           |
|          | Difference due to expenses allowable/disallowable under Income Tax                         | -               | 71.29             | 118.64        | 96.28           | (43.83)        |
|          | <b>Total Timing Differences</b>  | <b>79.41</b>    | <b>129.31</b>     | <b>184.24</b> | <b>109.33</b>   | <b>(74.67)</b> |
| <b>E</b> | <b>Net Adjustments E= (B+D)</b>  | <b>79.65</b>    | <b>192.12</b>     | <b>204.94</b> | <b>131.99</b>   | <b>(67.84)</b> |
| <b>F</b> | <b>Tax expense/(saving) thereon</b>  | 27.57           | 66.49             | 66.49         | 42.82           | (22.01)        |
| <b>G</b> | <b>Total Income/(loss) (A+E)</b>   | <b>630.03</b>   | <b>(1,446.57)</b> | <b>618.23</b> | <b>1,011.62</b> | <b>229.55</b>  |
|          | Taxable Income/ (Loss) as per MAT  | 550.38          | (1,638.29)        | 413.29        | 879.63          | 297.48         |
| <b>I</b> | <b>Income Tax as per normal provision</b>  | 218.04          | -                 | 200.59        | 328.22          | 74.48          |
| <b>J</b> | <b>Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act</b> | 117.46          | -                 | 84.26         | 175.99          | 59.52          |
|          | <b>Net Tax Expenses (Higher of I,J)</b>  | <b>218.04</b>   | <b>-</b>          | <b>200.59</b> | <b>328.22</b>   | <b>74.48</b>   |



|          |                                       |               |          |               |               |              |
|----------|---------------------------------------|---------------|----------|---------------|---------------|--------------|
| <b>K</b> | Adjustment for Interest on income tax | -             | -        | -             | -             | -            |
| <b>L</b> | <b>MAT Credit Entitlement</b>         | 117.46        | -        | -             | -             | -            |
|          | <b>Total Current Tax Expenses</b>     | <b>218.04</b> | <b>-</b> | <b>200.59</b> | <b>328.22</b> | <b>74.48</b> |

**ANNEXURE - XII: RESTATED CONSOLIDATED STATEMENT OF FINANCIAL INDEBTEDNESS**  
(Rs. In Lakhs)

| Sr. No          | Bank Name                            | Facility Key term |                      |                     | Outstanding as on March 31, 2017 | Security  |
|-----------------|--------------------------------------|-------------------|----------------------|---------------------|----------------------------------|---|
|                 |                                      | Loan Amount       | Rate of Interest (%) | Total Term (Months) |                                  |   |
| Secured Loans   |                                      |                   |                      |                     |                                  |   |
| 1               | Cash Credit Limit From Bank of India | 1,000.00          | 15.60%               | -                   | 1,050.67                         | First Charge on present and future receivables, personal guarantee of directors and others, Collateral Security of (1) Unit 701-705, T Square premises, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai, (2) Flat No. 1604, 1605, Dreams III, Kanjur Village, Mumbai (Property is in the name of director Mr. Makarand Pradhan Prabhakar), (3), 10th Floor, TVH Lumbini Square, Brick Kiln Road, Chennai |
| 2               | Working Capital Demand Loan from BOI | 500.00            | 15.60%               |                     | 452.74                           |   |
| Unsecured Loans |                                      |                   |                      |                     |                                  |   |
| 1               | Makarand P Pradhan                   | -                 | -                    | -                   | 21.48                            | -   |
| 2               | Sanjiv A Potnis                      | -                 | -                    | -                   | 80.65                            | -   |
| 3               | Shrikant D Nibandhe                  | -                 | -                    | -                   | 107.27                           | -   |
| 4               | Leena P Salvi                        | -                 | -                    | -                   | 65.16                            | -   |

**ANNEXURE - XIII: RESTATED CONSOLIDATED STATEMENT OF DIVIDEND**  
(Rs. in Lakhs)

| Particulars                      | As at March 31, |        |        |       |       |
|----------------------------------|-----------------|--------|--------|-------|-------|
|                                  | 2017            | 2016   | 2015   | 2014  | 2013  |
| <b>Share Capital</b>             |                 |        |        |       |       |
| Equity Share Capital             | 500.00          | 500.00 | 500.00 | 50.00 | 50.00 |
| <b>Dividend on equity shares</b> |                 |        |        |       |       |
| Dividend in %                    | NIL             |        |        |       |       |
| Interim Dividend                 |                 |        |        |       |       |



## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with the Companies Act, 1956 and Companies Act, 2013 to the extent applicable 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 "Financial Statements" beginning on page 181 of this Draft Prospectus beginning.

Indian GAAP differs in certain material respects 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 Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the 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" beginning on pages 20 and 19 respectively, of this Draft Prospectus

### **BUSINESS OVERVIEW**

In 1995, our Company was incorporated by Mr. Makarand Pradhan Prabhakar, Mr. Sanjiv Arvind Potnis and Late Mr. Prashant Ramkrishna Salvi under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 issue by the Registrar of Companies, Mumbai, Maharashtra. Mr. Shrikant Damodar Niband he joined our company as promoter in the year 1998. The name of our Company has been changed to Total Transport Systems Limited pursuant to conversion into a public company vide Shareholders' approval on March 23, 2017 and fresh certificate of incorporation dated April 24, 2017.

While our tradition of leadership began with our NVOCC and consolidation services, we've evolved into an industry-leading 3PL with a comprehensive portfolio of consolidation and forwarding services. It's been time of more than two decades since we are operational in this field. Since our inception in 1995, our Company has grown manifold and is regarded as one of the leading quality-conscious service providers in the segments that we serve. With knowledge accumulated over 20 plus years of experience in International Logistics, we understand the structural and financial difficulties of working in India. That's why we endeavor to provide our customers with the highest quality and cost-effective services through constant innovations in the field, enabling us to accomplish successful, long run business relationships. We have a Multi-Modal Transport Operator's License for servicing our customer's requirements. We also have a Federal Maritime Commission (FMC) license. We have deliberately not taken a CHA license to avoid conflict of interest with other Custom Clearing Agents.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:





1. The Company was converted into Public Limited Company vide fresh Certificate of Incorporation dated April 24, 2017 issued by Registrar of Companies, Mumbai, Maharashtra.
2. The Authorized Capital of Rs. 14,00,00,000 (Rupees Fourteen Crore only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each was increased to Rs.15,00,00,000/- (Rupees Fifteen Crore only) consisting of 1,50,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated April 28, 2017.
3. Allotment of 50,00,000 Equity Shares of Rs. 10 each as bonus shares in the ratio 1:1 on May 02, 2017
4. Allotment of 5,26,000 Equity Shares of Rs. 10 each as Preferential Allotment on May 19, 2017.

## **SIGNIFICANT 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 Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our reliance on third parties such as clearing and forwarding agents, transporters etc for the storage, movement and delivery of our products;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our working capital requirements;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.
- Changes in government policies and regulatory actions that apply to or affect our business;

## **DISCUSSION ON RESULT OF OPERATION**

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for years ended March 31, 2017, 2016, 2015, 2014 and 2013.

### **Overview of Revenue & Expenditure**

#### **Revenues**

Our Company’s revenue is primarily generated from Freight Charges, T.H.C Charges, DO charges:

(Rs. In Lakhs)

| Particulars             | As at March 31  |                 |                 |                 |                 |
|-------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                         | 2017            | 2016            | 2015            | 2014            | 2013            |
| <b>Income</b>           |                 |                 |                 |                 |                 |
| Revenue from Operations | 19,964.62       | 22,772.92       | 25,830.77       | 24,629.43       | 21,853.72       |
| Increase/Decrease in %  | -12.33          | -11.84          | 4.88            | 12.70           | NA              |
| Other Income            | 35.56           | 117.71          | 63.38           | 42.74           | 17.45           |
| Increase/Decrease in %  | -69.79          | 85.71           | 48.29           | 144.90          | NA              |
| <b>Total Revenue</b>    | <b>20000.18</b> | <b>22890.63</b> | <b>25894.16</b> | <b>24672.17</b> | <b>21871.17</b> |



The following is the Income mix in terms of value of total income of our Company for different services.

(Rs. In Lakhs)

| Particulars                         | As at March 31  |                 |                 |                 |                 |
|-------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                     | 2017            | 2016            | 2015            | 2014            | 2013            |
| <b>Revenue from Operation</b>       |                 |                 |                 |                 |                 |
| Freight Charges                     | 8,006.93        | 9,093.09        | 12,561.04       | 11,338.02       | 11,730.42       |
| T.H.C Charges                       | 2,436.56        | 2,453.12        | 2,672.09        | 2,746.93        | 2,810.67        |
| D.O.Charges                         | 708.29          | 680.61          | 700.18          | 1,815.44        | 1,776.92        |
| Other Charges                       | 8,812.85        | 10,546.11       | 9,897.46        | 8,729.04        | 5,535.71        |
| <b>Total Revenue from Operation</b> | <b>19964.62</b> | <b>22772.92</b> | <b>25830.77</b> | <b>24629.43</b> | <b>21853.72</b> |

The following is the Income mix in terms of percentage of total income of our Company for different services.

| Particulars                         | As at March 31 |                |                |                |                |
|-------------------------------------|----------------|----------------|----------------|----------------|----------------|
|                                     | 2017           | 2016           | 2015           | 2014           | 2013           |
| <b>Revenue from Operation</b>       |                |                |                |                |                |
| Freight Charges                     | 40.11%         | 39.93%         | 48.63%         | 46.03%         | 53.68%         |
| T.H.C Charges                       | 12.20%         | 10.77%         | 10.34%         | 11.15%         | 12.86%         |
| D.O.Charges                         | 3.55%          | 2.99%          | 2.71%          | 7.37%          | 8.13%          |
| Other Charges                       | 44.14%         | 46.31%         | 38.32%         | 35.44%         | 25.33%         |
| <b>Total Revenue from Operation</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> |

#### Other Income

Other operating revenue consists of Interest income and rental income.

(Rs. In Lakhs)

| Particulars                           | As at March 31 |               |              |              |              |
|---------------------------------------|----------------|---------------|--------------|--------------|--------------|
|                                       | 2017           | 2016          | 2015         | 2014         | 2013         |
| Interest income                       | 35.56          | 117.69        | 63.38        | 26.87        | 13.67        |
| <b>Other Non Operating Income:</b>    |                |               |              |              |              |
| Profit (Loss) on Sale of Fixed Assets |                | 0.02          |              |              | 3.78         |
| Rental Income                         |                |               |              | 15.87        |              |
| <b>Total Other Income</b>             | <b>35.56</b>   | <b>117.71</b> | <b>63.38</b> | <b>42.74</b> | <b>17.45</b> |

The following is the other income mix in terms of percentage of other income of our Company for other incomes:

| Particulars                           | As at March 31 |                |                |                |                |
|---------------------------------------|----------------|----------------|----------------|----------------|----------------|
|                                       | 2017           | 2016           | 2015           | 2014           | 2013           |
| Interest income                       | 100.00%        | 99.98%         | 100.00%        | 62.87%         | 78.31%         |
| <b>Other Non Operating Income:</b>    |                |                |                |                |                |
| Profit (Loss) on Sale of Fixed Assets | 0.00%          | 0.02%          | 0.00%          | 0.00%          | 21.69%         |
| Rental Income                         | 0.00%          | 0.00%          | 0.00%          | 37.13%         | 0.00%          |
| <b>Total Other Income</b>             | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> | <b>100.00%</b> |



The following table presents the details of our Company's trade receivables

| Particulars                                       | As at March 31 |                |                |                |                |
|---|----------------|----------------|----------------|----------------|----------------|
|   | 2017           | 2016           | 2015           | 2014           | 2013           |
| <b>Unsecured and Considered Good</b>              |                |                |                |                |                |
| Outstanding for a period not exceeding six months | 2,325.55       | 1,952.80       | 3,175.66       | 2,813.16       | 2,555.37       |
| As a % of total Trade receivables                 | 72.15%         | 69.60%         | 73.71%         | 78.15%         | 82.32%         |
| Outstanding for a period exceeding six months     | 897.74         | 852.95         | 1,132.60       | 786.45         | 548.64         |
| As a % of total Trade receivables                 | 27.85          | 30.40          | 26.29          | 21.85          | 17.68          |
| Less: Provision for doubtful debts                | 0.00           | 0.00           | 0.00           | 0.00           | 0.00           |
| <b>Total Trade receivables</b>                    | <b>3223.28</b> | <b>2805.75</b> | <b>4308.26</b> | <b>3599.61</b> | <b>3104.01</b> |
| Avg. Trade receivables                            | 3014.52        | 3557.01        | 3953.94        | 3351.81        | NA             |
| Trade receivables Turnover Ratio                  | 6.19           | 8.12           | 6.00           | 6.84           | 7.04           |
| Average Collection Period (in days)               | 58.93          | 44.97          | 60.88          | 53.35          | 51.84          |

### Expenditure

Our Company's operating expenditure consists of following:-

- Freight & other charges paid, Employees benefit expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

## **RESULTS OF OPERATIONS**

### Statement of profits and losses

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.

(Rs. In Lakhs)

| Particulars                            | For The Year Ended March 31, |                 |                 |                 |                 |
|--|------------------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2017                         | 2016            | 2015            | 2014            | 2013            |
| <b>INCOME</b>                          |                              |                 |                 |                 |                 |
| <b>Revenue from Operations</b>         |                              |                 |                 |                 |                 |
| Revenue                                | 19964.62                     | 22772.92        | 25830.77        | 24629.43        | 21853.72        |
| Increase/Decrease in %                 | -12.33                       | -11.84          | 4.88            | 12.70           | NA              |
| Other Income                           | 35.56                        | 117.71          | 63.38           | 42.74           | 17.45           |
| Increase/Decrease in %                 | -69.79                       | 85.71           | 48.29           | 144.90          | NA              |
| <b>Total Revenue</b>                   | <b>20000.18</b>              | <b>22890.63</b> | <b>25894.16</b> | <b>24672.17</b> | <b>21871.17</b> |
| <b>EXPENDITURE</b>                     |                              |                 |                 |                 |                 |
| Freight & Other Charges                | 16,246.19                    | 18,813.93       | 22,122.10       | 20,895.88       | 18,014.68       |
| As a % of Total Revenue                | 81.23%                       | 82.19%          | 85.43%          | 84.69%          | 82.37%          |
| Employee Benefits Expense              | 1502.44                      | 1369.16         | 1463.35         | 1298.58         | 2108.78         |
| As a % of Total Revenue                | 7.51%                        | 5.98%           | 5.65%           | 5.26%           | 9.64%           |
| Finance Cost                           | 395.15                       | 394.89          | 321.69          | 286.79          | 190.02          |
| As a % of Total Revenue                | 1.98%                        | 1.73%           | 1.24%           | 1.16%           | 0.87%           |
| Depreciation and Amortisation Expenses | 104.25                       | 146.22          | 214.78          | 144.40          | 120.79          |
| As a % of Total Revenue                | 0.52%                        | 0.64%           | 0.83%           | 0.59%           | 0.55%           |
| Other Expenses                         | 1224.90                      | 1299.07         | 1348.53         | 1281.49         | 1016.98         |
| As a % of Total Revenue                | 6.12%                        | 5.68%           | 5.21%           | 5.19%           | 4.65%           |



|  |                 |                  |                 |                 |                 |
|--|-----------------|------------------|-----------------|-----------------|-----------------|
| <b>Total Expenditure</b>   | <b>19472.92</b> | <b>22023.26</b>  | <b>25470.45</b> | <b>23907.15</b> | <b>21451.26</b> |
| As a % of Total Revenue  | 97.36%          | 96.21%           | 98.36%          | 96.90%          | 98.08%          |
| <b>Profit Before Exceptional &amp; Extraordinary items and tax</b> | <b>527.26</b>   | <b>867.37</b>    | <b>423.70</b>   | <b>765.02</b>   | <b>419.91</b>   |
| As a % of Total Revenue  | 2.64%           | 3.79%            | 1.64%           | 3.10%           | 1.92%           |
| Exceptional Items  | 0.00            | 2,461.89         | 0.00            | 0.00            | 0.00            |
| As a % of Total Revenue  | 0.00%           | 10.75%           | 0.00%           | 0.00%           | 0.00%           |
| Extraordinary Items  | 0.00            | 0.00             | 0.00            | 0.00            | 0.00            |
| As a % of Total Revenue  | 0.00%           | 0.00%            | 0.00%           | 0.00%           | 0.00%           |
| <b>Profit before tax</b>   | <b>527.26</b>   | <b>(1594.51)</b> | <b>423.70</b>   | <b>765.02</b>   | <b>419.91</b>   |
| PBT Margin   | 2.64%           | -6.97%           | 1.64%           | 3.10%           | 1.92%           |
| <b>Tax expense:</b>  |                 |                  |                 |                 |                 |
| (i) Current tax  | 107.51          | -                | 202.82          | 293.08          | 115.00          |
| (ii) MAT Credit  | (107.51)        | -                | -               | -               | -               |
| (iii) Deferred Tax Liability/(Assets)                              | (31.70)         | (13.06)          | (57.96)         | (0.28)          | 22.58           |
| <b>Total</b>   | <b>-31.70</b>   | <b>(13.06)</b>   | <b>144.86</b>   | <b>292.80</b>   | <b>137.58</b>   |
| As a % of Total Revenue  | -0.16%          | -0.06%           | 0.56%           | 1.19%           | 0.63%           |
| <b>Profit for the year</b>   | <b>558.96</b>   | <b>(1581.46)</b> | <b>278.84</b>   | <b>472.22</b>   | <b>282.32</b>   |
| <b>PAT Margin</b>  | <b>2.79%</b>    | <b>-6.91%</b>    | <b>1.08%</b>    | <b>1.91%</b>    | <b>1.29%</b>    |
| <b>Cash Profit</b>   | <b>663.21</b>   | <b>-1435.24</b>  | <b>493.61</b>   | <b>616.62</b>   | <b>403.12</b>   |
| <b>Cash Profit Margin</b>  | <b>3.32%</b>    | <b>-6.27%</b>    | <b>1.91%</b>    | <b>2.50%</b>    | <b>1.84%</b>    |

## FISCAL YEAR ENDED MARCH 31, 2017 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2016

### Income

Total revenue decreased by Rs. 2890.45 Lakhs and 12.63% from Rs. 22890.63 Lakhs in the fiscal year ended March 31, 2016 to Rs. 20000.18 Lakhs in the fiscal year ended March 31, 2017. The revenue has decreased because the agreement to run CFS at Distri Park, near JNPT was terminated w.e.f April 2016.

### Expenditure

Total Expenditure decreased by Rs. 2550.34 Lakhs and 11.58%, from Rs. 22023.26 Lakhs in the fiscal year ended March 31, 2016 to Rs. 19472.92 Lakhs in the fiscal year ended March 31, 2017. Overall expenditure has decreased mainly due to decrease in freight & other charges in conjunction to revenue.

### Freight & Other Charges Paid

The freight & other charges paid decreased by Rs. 2567.74 Lakhs and 13.65%, from Rs. 18813.93 Lakhs in the fiscal year ended March 31, 2016 to Rs. 16246.19 Lakhs in the fiscal year ended March 31, 2017. The freight & other charges paid have decreased due to decrease in volume of business due to closure of CFS, Distri park.

### Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 133.28 Lakhs and 9.73% from Rs. 1369.16 Lakhs in the fiscal year ended March 31, 2016 to Rs. 1502.44 Lakhs in the fiscal year ended March 31, 2017. Overall employee cost has increased due to increase in No. of personnel, general increment and contribution towards various funds.

### Finance Costs

Finance Costs increased by Rs. 0.26 Lakhs and 0.07% from Rs. 394.89 Lakhs in the fiscal year ended March 31, 2016 to Rs. 395.15 Lakhs in the fiscal year ended March 31, 2017. Finance Costs has increased marginally mainly due to higher interest outgo on borrowings.



### **Depreciation & Amortization Expenses**

Depreciation in terms of value decreased by Rs.41.96 Lakhs and 28.70% from Rs 146.22 Lakhs in the fiscal year ended March 31, 2016 to Rs. 104.25 Lakhs in the fiscal year ended March 31, 2017. Decrease in depreciation is normal.

### **Other Expenses**

Other Expenses in terms of value and percentage decreased by Rs. 74.17 Lakhs and 5.71% from Rs. 1299.07 Lakhs in the fiscal year ended March 31, 2016 to Rs. 1224.90 Lakhs in the fiscal year ended March 31, 2017. Other Expenses have decreased mainly due to decrease in overall expenditure as volumes were down due to closure of CFS, Distri Park.

### **Profit before exceptional & extraordinary items and Tax**

Profit before exceptional & extraordinary items and Tax has decreased by Rs. 340.11 Lakhs and 39.21% from Rs. 867.37 Lakhs in the fiscal year ended March 31, 2016 to Rs. 527.26 Lakhs in the fiscal year ended March 31, 2017. Profit before exceptional & extraordinary items and Tax has decreased due to lower volumes as aforesaid.

### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by Rs. 2140.42 Lakhs and 135.10% from profit of Rs. (1581.46) Lakhs in the fiscal year ended March 31, 2016 to profit of Rs. 558.96 Lakhs in the fiscal year ended March 31, 2017. Net profit after tax has increased since the loss on account of closure of Distri Park was charged off in the fiscal year 2016.

## **FISCAL YEAR ENDED MARCH 31, 2016 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2015**

### **Income**

Total revenue decreased by Rs. 3003.52 Lakhs and 11.60%, from Rs. 25894.16 Lakhs in the fiscal year ended March 31, 2015 to Rs. 22890.63 Lakhs in the fiscal year ended March 31, 2016. The revenue has decreased due to decrease in freight & other charges due to disruption in services at CFS Distri Park.

### **Expenditure**

Total Expenditure decreased by Rs. 3447.19 Lakhs, and 13.53%, from Rs. 25470.45 Lakhs in the fiscal year ended March 31, 2015 to Rs. 22023.26 Lakhs in the fiscal year ended March 31, 2016. Overall expenditure has decreased mainly due to decrease in our freight & other charges, employee benefit expenses, depreciation & amortization and other expenses. The company had been facing problem in CFS Distri Park operation & hence was on cost cutting implementation.

### **Freight & Other Charges Paid**

The freight & other charges paid decreased by Rs. 3308.17 Lakhs and 14.95%, from Rs. 22122.10 Lakhs in the fiscal year ended March 31, 2015 to Rs. 18813.93 Lakhs in the fiscal year ended March 31, 2016. The freight & other charges have decreased mainly due to decrease in volumes at CFS, Distri Park.

### **Employee Benefit Expenses**

Employee benefit expenses decreased by Rs. 94.19 Lakhs and 6.44% from Rs. 1463.35 Lakhs in the fiscal year ended March 31, 2015 to Rs. 1369.16 Lakhs in the fiscal year ended March 31, 2016. Overall employee cost has decreased mainly due to decrease in no. of employees, lower contribution towards PF & other funds.

### **Finance Costs**

Finance Costs increased by Rs. 73.19 Lakhs and 22.75% from Rs. 321.69 Lakhs in the fiscal year ended March 31, 2015 to Rs. 394.89 Lakhs in the fiscal year ended March 31, 2016. Finance Costs has increased mainly due to increase in higher interest outgo on borrowings, interest paid on late payment of taxes & bank charges.



### **Depreciation & Amortization**

Depreciation in terms of value decreased by 68.56 Lakhs and 31.92% from Rs 214.78 Lakhs in the fiscal year ended March 31, 2015 to Rs. 146.22 Lakhs in the fiscal year ended March 31, 2016. Decrease in depreciation is normal as it is on WDV basis.

### **Other Expenses**

Other Expenses decreased by Rs. 49.46 Lakhs and 3.67% from Rs. 1348.53 Lakhs in the fiscal year ended March 31, 2015 to Rs. 1299.07 Lakhs in the fiscal year ended March 31, 2016. Other Expenses have decreased mainly due decrease in conveyance & traveling expenses, electricity expenses, general office expenses, repair & maintenance, printing & stationery and miscellaneous expenses. However, some expenses have increased like additional taxes paid, rent rates & taxes. The overall decrease in expense was higher than increase in expenditure

### **Profit before exceptional & extraordinary items and Tax**

Profit before exceptional & extraordinary items and Tax has increased by Rs. 443.67 Lakhs and 104.71% from Rs. 423.70 Lakhs in the fiscal year ended March 31, 2015 to Rs. 867.37 Lakhs in the fiscal year ended March 31, 2016. Profit before exceptional & extraordinary items and Tax has increased due to decrease in overall expenses on account of cost cutting.

### **Net Profit after Tax and Extraordinary items**

Net Profit has decreased by Rs. 1860.29 Lakhs and 667.16% from Rs. 278.84 Lakhs in the fiscal year ended March 31, 2015 to Rs. (1581.46) Lakhs in the fiscal year ended March 31, 2016. Net profit has decreased due to loss booked of Rs. 2461.89 lakh on discontinued operations of CFS Distri Park.

## **FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014**

### **Income**

Total revenue increased by Rs. 1221.98 Lakhs and 4.95%, from Rs. 24672.17 Lakhs in the fiscal year ended March 31, 2014 to Rs. 25894.16 Lakhs in the fiscal year ended March 31, 2015. The revenue has increased due to increase in freight charges & other charges and interest income.

### **Expenditure**

Total Expenditure increased by Rs. 1563.30 Lakhs and 6.54%, from Rs. 23907.15 Lakhs in the fiscal year ended March 31, 2014 to Rs. 25470.45 Lakhs in the fiscal year ended March 31, 2015. Overall expenditure has increased mainly due to increase in shipping freight costs & overall expenditure commensurate to increase in revenue.

### **Freight & Other Charges Paid**

The freight & other charges paid increased by Rs. 1226.22 Lakhs and 5.87% from Rs. 20895.88 Lakhs in the fiscal year ended March 31, 2014 to Rs. 22122.10 Lakhs in the fiscal year ended March 31, 2015. freight & other charges paid has increased due to increase in volume as well as shipping freight costs.

### **Employee Benefit Expenses**

Employee benefit expenses increased by Rs. 164.77 Lakhs and 12.69% from Rs. 1298.58 Lakhs in the fiscal year ended March 31, 2014 to Rs. 1463.35 Lakhs in the fiscal year ended March 31, 2015. Overall employee cost has increased mainly due to increase in no. of employees, general increments, staff welfare expenses and contribution to provident funds and other funds.

### **Finance Costs**

Finance Costs increased by Rs. 34.90 Lakhs and 12.17% from Rs. 286.79 Lakhs in the fiscal year ended March 31, 2014 to Rs. 321.69 Lakhs in the fiscal year ended March 31, 2015. Finance Costs have increased mainly due to increase in bank charges.



## **Depreciation & Amortization**

Depreciation & Amortization increased by 70.37 Lakhs and 48.73% from Rs 144.40 Lakhs in the fiscal year ended March 31, 2014 to Rs. 214.78 Lakh in the fiscal year ended March 31, 2015. Depreciation has increased due to depreciation on addition to office equipment, furniture & fixture, computer, vehicle and scanner.

## **Other Expenses**

Other Expenses increased by Rs. 67.04 Lakhs and 5.23% from Rs. 1281.49 Lakhs in the fiscal year ended March 31, 2014 to Rs. 1348.53 Lakhs in the fiscal year ended March 31, 2015. Other expenses have increased mainly due to increase in repair & maintenance, rent, rates & taxes, legal & professional charges, general office expenses, electricity & fuel and Misc. Expenses.

## **Profit before Exceptional & Extraordinary items and Tax**

Profit before exceptional & extraordinary items and tax has decreased by Rs. 341.32 Lakhs and 44.62% from Rs. 765.02 Lakhs in the fiscal year ended March 31, 2014 to Rs. 423.70 Lakhs in the fiscal year ended March 31, 2015. Profit before exceptional & extraordinary items and tax has decreased due to increase in overall expenditure including freight costs.

## **Net Profit after Tax and Extraordinary items**

Net Profit has decreased by 193.38 Lakhs and 40.95% from Rs. 472.22 Lakhs in the fiscal year ended March 31, 2014 to Rs. 278.84 Lakhs in the fiscal year ended March 31, 2015. Net profit has decreased due to increase in overall expenditure.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Draft 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 Draft Prospectus respectively, to our knowledge there are no known significant economic changes that materially affected or are likely to affect income from continuing operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled “*Risk Factors*” beginning on page 20 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### **4. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by volume of exports & imports, government policies and availability of manpower.

### **5. The extent to which material increases in net revenue are due to increase in sale of our products.**

Increase in revenues are by and large linked to increase in volume of business activities carried out by the Company.

### **6. Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating in Logistics Industry, Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 108 of this Draft Prospectus.



**7. Status of any publicly announced new services or business segments**

Our Company has not announced any new services or segment / scheme, other than through this Draft Prospectus.

**8. The extent to which the business is seasonal**

Our Company business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers.**

Our business is not significantly dependent on few suppliers or customers.

**10. Competitive Conditions**

We face competition from existing and potential 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 114 of this Draft Prospectus.





## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to 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, its Promoters, its Directors and Group Companies.*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

#### • LITIGATION RELATING TO THE COMPANY

##### Cases Filed by the Company

NIL

##### Case Filed Against Our Company

NIL

##### Cases pending with Tax Authorities

The Following Service Tax demand is outstanding by our Company with the Tax Authority:

#### • Details of outstanding demand in respect of Service Tax for period 2011 to 2015:

Our Company has received demand notice dated November 03, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 15,66,702/- (Rupees Fifteen Lakhs Sixty-Six Thousand Seven Hundred Two Only) availed during the period 2011 to 2015. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.

#### • Details of outstanding demand in respect of Service Tax for period 2009-10 to 2012-13:

Our Company has received show cause cum demand notice dated October 29, 2015 from Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 4,47,00,793/- (Rupees Four Crore Forty-Seven Lakhs Seven Hundred Ninety-Three Only) for “Business Auxiliary Services” rendered during the period 2009-10 to 2012-13. Our Company has filed reply date January 08, 2016 with the Commissioner of Service Tax, Mumbai and the matter is still pending.



- **Details of outstanding demand in respect of Service Tax for period 2009-10 to 2013-14:**

- a) Our Company has received show cause cum demand notice dated October 20, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 15,48,164/- (Rupees Fifteen Lakhs Forty-Eight Thousand One Hundred Sixty-Four Only) for “Business Auxiliary Services” rendered during the period 2009-10 to 2013-14. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.
- b) Our Company has received show cause cum demand notice dated November 05, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 34,57,224/- (Rupees Thirty-Four Lakhs Fifty-Seven Thousand Two Hundred and Twenty-Four Only) for “Goods Transport Agency Services” rendered during the period 2009-10 to 2013-14. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.
- c) Our Company has received demand notice dated November 05, 2015 from Additional Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 21,91,087/- (Rupees Twenty-One Thousand Eighty-Seven Only) availed during the period 2009-10 to 2013-14. Our Company has filed reply date January 08, 2016 with the Additional Commissioner of Service Tax, Mumbai and the matter is still pending.
- d) Our Company has received show cause cum demand notice dated October 26, 2015 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 1,93,952/- (Rupees One Lakh Ninety-Three Thousand Nine Hundred Fifty-Two Only) payable on “Security Charges”. Our Company has filed reply dated January 08, 2016 with the Joint Commissioner of Service Tax, Mumbai and the matter is still pending.

- **Details of outstanding demand in respect of Service Tax for period 2014-15:**

- a) Our Company has received show cause cum demand notice dated January 07, 2016 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 4,16,385/- (Rupees Four Lakhs Sixteen Thousand Three Hundred EightyFive Only) for “Business Auxiliary Services” rendered during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- b) Our Company has received demand notice dated February 26, 2016 from Assistant/ Joint Commissioner of Service Tax, Mumbai, demanding cenvat credit amounting Rs. 10,75,514/- (Rupees Ten Lakhs Seventy-Five Thousand Five Hundred Fourteen Only) availed during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- c) Our Company has received show cause cum demand notice dated March 02, 2016 from Assistant Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 50,962/- (Rupees Fifty Thousand Nine Hundred Sixty-Two Only) payable on “Security Charges”. Our Company has filed reply dated March 14, 2016 with the Assistant Commissioner of Service Tax, Mumbai and the matter is still pending.
- d) Our Company has received show cause cum demand notice dated March 02, 2016 from Joint Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 15,14,895/- (Rupees Fifteen Lakhs Fourteen Thousand Eight Hundred Ninety-Five Only) towards “Business Auxiliary



- e) Services” rendered during the period 2014-15. Our Company has filed reply dated March 14, 2016 with the Joint Commissioner of Service Tax, Mumbai and the matter is still pending.
- f) Our Company has received show cause cum demand notice dated February 03, 2016 from Commissioner of Service Tax, Mumbai, demanding service tax amounting Rs. 1,87,32,926/- (Rupees One Crore Eighty-Seven Lakhs Thirty-Two Thousand Nine Hundred Twenty-Six Only) for “Business Auxiliary Services” rendered during the period 2014-15. Our Company has filed reply date March 14, 2016 with the Commissioner of Service Tax, Mumbai and the matter is still pending.

- **Details of outstanding demand in respect of Income Tax:**

| A.Y.    | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2008-09 | 143(1)  | 5,89,085                              | Assessing Officer         |
| 2009-10 | 154     | 3,34,420                              | Assessing Officer         |
| 2010-11 | 143(3)  | **9,96,740                            | Assessing Officer         |
| 2011-12 | 143(3)  | *28,39,270                            | Assessing Officer         |

*\*The Company has applied for rectification of demand on February 27, 2017 and the final order is still awaited.*

*\*\* The Company has applied for rectification of demand on February 27, 2017 and the final order is still awaited.*

- **Details of outstanding demand in respect of TDS:**

A total demand of Rs. 21,79,875/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- **Details of notice received in respect of Provident Fund for period 2016 onwards**

Our Company has received visit notice dated February 02, 2017 from Office of the Regional P.F. Commissioner, Mumbai seeking certain documents for the years pertaining to period from March 2016 onwards. We have submitted required documents to the concerned authority. The inspection is in process and the next date of hearing is fixed on June 12, 2017. A demand, if any would crystallize after inspection is done.

- **LITIGATIONS RELATING TO THE PROMOTER OF OUR COMPANY**

**Cases filed by our Promoter**

Nil

**Cases filed against our Promoter**

Nil



### **Case Pending with Tax Authorities**

**Income Tax demand pending against our Promoter**

- **Mr. Sanjiv Arvind Potnis**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2003-04    | 220(2)         | 119   | CPC                              |
| 2006-07    | 143(1)         | 4,56,618                                      | Assessing Officer                |
| 2007-08    | 154            | 2,010   | Assessing Officer                |

- **LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTER OF THE COMPANY**

### **Cases filed against the Directors**

Nil

### **Cases filed by the Directors**

Nil

### **Case Pending with Tax Authorities**

- **Mr. Abhishek Ramesh Talwar**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2008-09    | 220(2)         | 3,314   | CPC                              |

- **Ms. Leena Prashant Salvi**

| <b>A.Y</b> | <b>Section</b> | <b>Outstanding demand amount<br/>(in Rs.)</b> | <b>Pending with jurisdiction</b> |
|------------|----------------|---|----------------------------------|
| 2011-12    | 220(2)         | 192   | CPC                              |

- **LITIGATIONS RELATING TO THE SUBSIDIARY COMPANIES**

### **Cases Filed Against the Subsidiary Companies**

Nil



### **Cases Filed by the Subsidiary Companies**

Nil

### **Cases pending with Tax Authorities**

- CP World Logistics India Private Limited
- Details of outstanding demand in respect of Income Tax:

| A.Y     | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2015-16 | 220(2)  | 104                                   | CPC                       |

- Details of outstanding demand in respect of TDS:

A total demand of Rs. 2,110/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- OneWorld Logistics Private Limited
- Details of outstanding demand in respect of TDS:

A total demand of Rs. 85,245/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- LITIGATIONS RELATING TO THE GROUP COMPANIES

### **Cases Filed Against the Group Companies**

Nil

### **Cases Filed by the Group Companies**

Nil

### **Cases pending with Tax Authorities**

- WSA Shpg Bombay Private Limited
- Details of outstanding demand in respect of Income Tax:

| A.Y.    | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2003-04 | 220(2)  | 1,688                                 | CPC                       |
| 2005-06 | 143(1)  | 1,80,859                              | Assessing Officer         |
| 2006-07 | 143(1)  | 23,53,720                             | Assessing Officer         |



|         |           |            |                   |
|---------|-----------|------------|-------------------|
| 2007-08 | 143(1)    | 34,49,627  | Assessing Officer |
| 2008-09 | 143(1)    | 54,68,953  | Assessing Officer |
| 2009-10 | 143(1)(a) | *14,386    | Assessing Officer |
| 2010-11 | 143(3)    | **2,79,720 | Assessing Officer |

*\*The Company has applied for rectification of demand on January 27, 2012 and the final order is still awaited.*

*\*\*The Company has applied for rectification of demand on September 12, 2011 and the final order is still awaited.*

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 33,75,746/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- Artemis Translog Private Limited**

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 46,905/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- Jag Software Solutions Private Limited**

- Details of outstanding demand in respect of TDS:**

A total demand of Rs. 484/- is outstanding in respect of TDS as on June 13, 2017 for various assessment years.

- LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES**

**Cases Filed Against the Directors of Group Companies**

Nil

**Cases Filed by the Directors of Group Companies**

Nil

**Case Pending with Tax Authorities**

- Mr. Gopi Radhakrishnan Menon

| A.Y     | Section | Outstanding demand amount<br>(in Rs.) | Pending with jurisdiction |
|---------|---------|---------------------------------------|---------------------------|
| 2009-10 | 220(2)  | 3,758                                 | CPC                       |



• **PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY**

| Sr. No. | Financial Year | Amount (in Rs.) | Reason              |
|---------|----------------|-----------------|---------------------|
| 1.      | 2012-13        | 5,85,656        | Interest on TDS     |
| 2.      | 2014-15        | 20,000          | Service Tax Penalty |
| 3.      | 2015-16        | 5,26,180        | Interest on TDS     |

• **CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS**

The Company has total of 134 trade creditors as on March 31, 2017 for the total amount of Rs. 1733.27Lakhs which is outstanding for more than 30 days.

**MATERIAL DEVELOPMENTS**

Except as stated in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 239 of this Draft Prospectus, no material developments have taken place after March 31, 2017, the date of the latest balance sheet, that would materially adversely affect the performance of prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the National Stock Exchange of India Limited.

We certify that except as stated herein above:

- There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- There are no litigations against the Promoters / Directors in their personal capacity.
- The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- Following are the trade creditors as on March 31, 2017 to whom Company owes sum exceeding Rs. 1,00,000 and are outstanding for more than 30 days as certified by the management of Our Company.

| Sr. No. | Organization  | Amount (Rs.) |
|---------|---|--------------|
| 1.      | C P World PTE Ltd.  | 2,14,99,251  |
| 2.      | Fan Cheng International Transportation Service Co Ltd.                  | 2,07,18,895  |
| 3.      | MSA Global Logistics Pvt Ltd  | 1,11,14,056  |
| 4.      | Fan Cheng International Transportation Service Co. Ltd. Shenzhen Branch | 74,32,360    |



|     |  |           |
|-----|--|-----------|
| 5.  | HM Agencies  | 66,98,762 |
| 6.  | Govinder Singh.  | 55,00,000 |
| 7.  | Sakshi Enterprises (Impex Park)                                      | 52,03,616 |
| 8.  | CP World Limited Hongkong  | 50,20,835 |
| 9.  | Troy Container Line Ltd.   | 46,86,938 |
| 10. | Green Globe Line   | 38,56,088 |
| 11. | Central Shipping Agency Spa  | 34,07,047 |
| 12. | CP World Co Ltd  | 33,35,626 |
| 13. | Fan Cheng International Trasportation Service Co. Ltd. Ningbo Branch | 31,53,613 |
| 14. | Coastal Container Lines  | 31,31,517 |
| 15. | Aashirwad Logistics.   | 29,93,851 |
| 16. | Sakshi Surveyor  | 26,94,317 |
| 17. | Apollo Cargo Carriers Pvt Ltd  | 25,89,553 |
| 18. | Nidhi Enterprises  | 25,51,010 |
| 19. | Sea Master Shipping Gmbh   | 20,58,882 |
| 20. | Shiv Shambo Enterprises.   | 20,20,564 |
| 21. | Hasumati Ben Patel   | 20,00,000 |
| 22. | Oriental Logistics Group Ltd..                                       | 19,99,728 |
| 23. | MS Enterprises. (Pune)   | 19,30,284 |
| 24. | Satish Kumar Giri  | 19,00,000 |
| 25. | Saco Shipping Gmbh.  | 18,23,783 |
| 26. | Acis Cargo Underwriting Agency Ltd                                   | 12,48,752 |
| 27. | World Jaguar Logistics Inc (Qingdao)                                 | 12,16,922 |
| 28. | Miracle Shipping Delhi Pvt Ltd                                       | 12,13,508 |
| 29. | Sakshi Enterprises. (Pavel)  | 11,71,327 |
| 30. | Goods Transport Labour Board   | 11,50,000 |
| 31. | Majha Transport Pvt Ltd  | 11,48,900 |
| 32. | Seacon Div. Of Carga N V.  | 11,46,577 |





|     |   |           |
|-----|---|-----------|
| 33. | World Jaguar Logistics Inc.Shanghai Branch                            | 11,34,837 |
| 34. | R.N. Freight Forwarders Pvt Ltd                                       | 10,97,168 |
| 35. | Cargo Marketing Services Limited                                      | 10,76,317 |
| 36. | Jeter Shipping (Guangzhou) Ltd  | 10,43,212 |
| 37. | Kailash Shpping Chennai Cfs   | 10,14,316 |
| 38. | CWC Impex Park  | 9,76,516  |
| 39. | C P World Lines Pvt Ltd   | 9,63,689  |
| 40. | BON Technologies (Mumbai) Pvt Ltd                                     | 9,16,119  |
| 41. | World Jaguar Logistics Inc Tianjin Branch                             | 9,12,729  |
| 42. | Fan Cheng International Transportation Service Co Ltd. Qingdao Branch | 9,01,610  |
| 43. | Dronagiri Enterprises   | 8,51,310  |
| 44. | Yash Forklift Hiring Services   | 8,33,013  |
| 45. | Marine Container Services (South) Pvt.Ltd                             | 8,09,603  |
| 46. | S.S Travels   | 7,58,814  |
| 47. | CP WORLD (Port Kelang) Sdn Bhd  | 6,98,185  |
| 48. | Cargoplan International (Pvt) Limited.                                | 6,89,257  |
| 49. | Gateway Distriparks Limited   | 6,67,626  |
| 50. | Admiralty Logistics Services Limited                                  | 6,08,621  |
| 51. | Artemis Translog Pvt Ltd  | 5,90,980  |
| 52. | Arr Maritime Allied Services Pvt Ltd                                  | 5,88,877  |
| 53. | Shanghai Royal Logistics Co. Ltd                                      | 5,83,993  |
| 54. | Shree Enterprises   | 5,27,219  |
| 55. | Sidhu Trans   | 5,05,710  |
| 56. | Amita Deo.  | 5,00,000  |
| 57. | Kaushali International.   | 4,56,275  |
| 58. | Amass Freight International Co. Ltd                                   | 4,35,451  |
| 59. | CP World Llc  | 4,33,096  |
| 60. | Beta Exim Logistics Pvt.Ltd   | 4,27,955  |



|     |   |          |
|-----|---|----------|
| 61. | Nidhi Travcels                              | 4,01,212 |
| 62. | Best Petroleum                              | 3,91,920 |
| 63. | Bipin Marine Services                       | 3,89,850 |
| 64. | A S N A J Co                                | 3,88,506 |
| 65. | Eurasia Express Co. Ltd.                    | 3,73,185 |
| 66. | Sumita Stationery Xerox                     | 3,71,622 |
| 67. | P C M Services                              | 3,69,253 |
| 68. | Power and Control                           | 3,59,358 |
| 69. | Jag Software Solutions Pvt Ltd              | 3,30,110 |
| 70. | Troy Container Line Ltd                     | 3,22,879 |
| 71. | Maersk Line India Pvt Ltd                   | 3,15,746 |
| 72. | Jmd Translines Llp                          | 3,11,570 |
| 73. | Artee Pandey                                | 3,11,485 |
| 74. | Tmcl Container Ab                           | 3,09,943 |
| 75. | Cargoport (Thailand) Co. Ltd.               | 3,01,037 |
| 76. | Express Global Logistics Pvt. Ltd.          | 2,87,908 |
| 77. | Good Luck Transport Service                 | 2,82,254 |
| 78. | Teamglobal Logistics Pvt Ltd                | 2,70,660 |
| 79. | New Age Software Solutions (India) Pvt Ltd  | 2,69,732 |
| 80. | Kattupalli International Container Terminal | 2,57,585 |
| 81. | Kavita Goods Carrier - Mumbai               | 2,57,049 |
| 82. | Safewater Lines India Pvt Ltd               | 2,37,637 |
| 83. | Factum Business Advisors                    | 2,37,500 |
| 84. | Bsl Freight Solutions Pvt Ltd.              | 2,34,656 |
| 85. | Shree Murugan Transport                     | 2,34,500 |
| 86. | Shahajirao R Shinde                         | 2,20,500 |
| 87. | Shagufta N. Noori                           | 2,12,875 |
| 88. | Vaibhavi Bodkhe.                            | 2,06,608 |



|      |   |          |
|------|---|----------|
| 89.  | Perfect Marine Agency                   | 2,01,830 |
| 90.  | Badri Logisitics.                       | 1,80,500 |
| 91.  | Cargoport Barcelona                     | 1,79,194 |
| 92.  | Central Shipping Agency B.V.            | 1,70,268 |
| 93.  | B.K.M.S International Services          | 1,69,488 |
| 94.  | Cargo World Logistics Llc.              | 1,68,572 |
| 95.  | Meghna Shah                             | 1,67,198 |
| 96.  | Westship Logistics Pvt Ltd              | 1,60,782 |
| 97.  | Jyotsna Ghag.                           | 1,60,224 |
| 98.  | M+R Logistics (I) Pvt. Ltd.             | 1,60,195 |
| 99.  | Oriental Logistics Group Ltd.           | 1,52,486 |
| 100. | Allcargo Logistics Ltd                  | 1,50,000 |
| 101. | Geetraj Printers                        | 1,48,479 |
| 102. | Phoenix Technosoft Kreations Pvt Ltd    | 1,46,900 |
| 103. | Kaushali International                  | 1,46,521 |
| 104. | Eversure Engineering Supply Co Pvt Ltd  | 1,44,665 |
| 105. | Ifs International Forwarding S.L.       | 1,44,068 |
| 106. | Aseco Container Services Gmbh.          | 1,41,930 |
| 107. | T.S. Mari Travels                       | 1,40,838 |
| 108. | Pallavi Rajendra Sahasrabudhe           | 1,39,958 |
| 109. | Cargo World Logistics Limited....       | 1,38,341 |
| 110. | Sea Consortium Shipping (India) Pvt Ltd | 1,38,000 |
| 111. | Hari Om Enterprises                     | 1,34,260 |
| 112. | Jwr Logistics Pvt Ltd Import            | 1,31,649 |
| 113. | Great Eastern Carriers Pvt Ltd          | 1,28,068 |
| 114. | Leko Packers                            | 1,27,974 |
| 115. | D.B. Ketkar Co.                         | 1,25,400 |
| 116. | Gaerish Logistics Pvt Ltd (Chennai)     | 1,23,754 |



|      |   |                     |
|------|---|---------------------|
| 117. | Sima Marine (India) Pvt Ltd                   | 1,23,558            |
| 118. | Transtar Handling and Warehousing Co          | 1,22,630            |
| 119. | Priya Sandesh Kubal                           | 1,18,597            |
| 120. | Container Corporation of India (Chennai)      | 1,18,184            |
| 121. | Navio Shipping Pvt Ltd                        | 1,17,995            |
| 122. | Sham Dinkar Gadre                             | 1,17,000            |
| 123. | Orient Overseas Container Line Ltd            | 1,14,970            |
| 124. | Saco Shipping Gmbh                            | 1,13,738            |
| 125. | Phenix International                          | 1,13,696            |
| 126. | K P Shaji                                     | 1,13,436            |
| 127. | Nyk Line (India) Ltd                          | 1,12,988            |
| 128. | Cms Lojistik Ulus Tas Ve Dis Tic              | 1,10,907            |
| 129. | Sgm Global Yard                               | 1,10,184            |
| 130. | Huge Haulers                                  | 1,09,517            |
| 131. | Moonstar Shipping Forwarding Pvt Ltd          | 1,06,160            |
| 132. | Gac Shipping (India) Pvt.Ltd.                 | 1,03,255            |
| 133. | C.H. Robinson Worldwide Freight India Pvt Ltd | 1,02,304            |
| 134. | Star Protection Pvt Ltd                       | 1,00,000            |
|      | <b>TOTAL</b>                                  | <b>17,33,26,863</b> |



## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of the Draft Prospectus.

### I. APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on March 22, 2017 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated March 23, 2017 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

#### Approvals from Lenders

1. The approval from Bank of India is awaited.

### II. INCORPORATION DETAILS

1. Certificate of Incorporation dated July 27, 1995 issued by the Registrar of Companies Mumbai, Maharashtra.
2. Fresh Certificate of Incorporation dated April 24, 2017 issued by the Registrar of Companies Mumbai, Maharashtra consequent upon conversion to public limited company.

### III. APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### A. Under Direct and Indirect Laws

| Sr. No. | Nature of License / Approvals         | Authority                             | Particulars of the Premises   | Particulars of License / Approvals | Validity Period | Special conditions , if any |
|---------|---------------------------------------|---------------------------------------|---|------------------------------------|-----------------|-----------------------------|
| 1.      | Registration in Income Tax Department | Income Tax Department, Govt. of India | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra | PAN: AAAC3276C                     | Perpetual       | -                           |



| Sr. No. | Nature of License / Approvals                   | Authority                             | Particulars of the Premises   | Particulars of License / Approvals | Validity Period | Special conditions , if any  |
|---------|---|---------------------------------------|---|------------------------------------|-----------------|--|
| 2.      | Allotment of Tax Deduction Account Number (TAN) | Income Tax Department, Govt. of India | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra       | TAN:<br>MUMT11445A                 | Perpetual       | TAN shall be quoted while furnishing TDS returns including e-TDS return. |
| 3.      | Allotment of Tax Deduction Account Number (TAN) | Income Tax Department, Govt. of India | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata-700020, West Bengal                 | TAN:<br>CALTO6856D                 | Perpetual       | -  |
| 4.      | Allotment of Tax Deduction Account Number (TAN) | Income Tax Department, Govt. of India | Door No. 24/1470 in Plot No. 19, Category III Subramanian Road, Willingdon Island, Kochi-682003, Kerala | TAN:<br>CHNT03084E                 | Perpetual       | -  |
| 5.      | Allotment of Tax Deduction Account Number (TAN) | Income Tax Department, Govt. of India | Lotus Court no.165, Thambu Chetty Street, Chennai-600001, Tamil Nadu                                    | TAN:<br>CHET11086F                 | Perpetual       | -  |



| Sr. No. | Nature of License / Approvals                   | Authority  | Particulars of the Premises   | Particulars of License / Approvals | Validity Period | Special conditions , if any |
|---------|---|--|---|------------------------------------|-----------------|-----------------------------|
| 6.      | Allotment of Tax Deduction Account Number (TAN) | Income Tax Department, Govt. of India                      | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka | TAN:<br>BLRTO8420G                 | Perpetual       | -                           |
| 7.      | Service Tax Registration                        | Superintendent Service Tax                                 | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai   | ST Code:<br>AAACT3276CST005        | Perpetual       | -                           |
| 8.      | Service Tax Registration                        | Superintendent of Central Excise, Service Tax Cell         | Lotus Court no.165, Thambu Chetty Street, Chennai-600001, Tamil Nadu  | ST Code:<br>AAACT3276CST001        | Perpetual       | -                           |
| 9.      | Service Tax Registration                        | Superintendent (Tech) Service Tax Commissionerate, Kolkata | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata-700020, West Bengal                               | ST Code:<br>AAACT3276CST002        | Perpetual       | -                           |



| Sr. No. | Nature of License / Approvals | Authority  | Particulars of the Premises   | Particulars of License / Approvals | Validity Period | Special conditions , if any |
|---------|-------------------------------|--|---|------------------------------------|-----------------|-----------------------------|
| 10.     | Service Tax Registration      | Superintendent of Central Excise, Service Tax A Range, Kochi         | Door No. 24/1470 in Plot No. 19, Category III Subramanian Road, Willingdon Island, Kochi-682003, Kerela               | ST Code: AA ACT3276CST003          | Perpetual       | -                           |
| 11.     | Service Tax Registration      | Service Tax Commissionerate, Bangalore                               | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka | ST Code: AA ACT3276CST004          | Perpetual       | -                           |
| 12.     | Service Tax Registration      | Superintendent of Central Excise, Service Tax Tuticorin Division     | 4 <sup>th</sup> Block 97G/1H Palayamkottai Road (West), Thoothukudi-628008, Tamil Nadu                                | ST Code: AA ACT3276CSD006          | Perpetual       | -                           |
| 13.     | IEC Number                    | Ministry of Commerce and Industry, Foreign Trade Development Officer | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra                     | IEC NO: 0311024921                 | Perpetual       | -                           |





| Sr. No. | Nature of License / Approvals   | Authority   | Particulars of the Premises   | Particulars of License / Approvals     | Validity Period | Special conditions , if any |
|---------|---|---|---|--|-----------------|-----------------------------|
| 14.     | Certificate of Registration under rule 5 of The Registration of Multimodal Transport Operators Rule, 1992 | Assistant Director General Directorate of General Shipping Mumbai | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra | Registration No.: MTO/DGS/137/MAR/2019 | March 2019      | -                           |

#### B. Under Industrial And Labour Law

| Sr. No. | Nature of License / Approvals   | Authority                           | Particulars of the Premises  | Particulars of License / Approvals | Validity Period | Special conditions, if any |
|---------|---|-------------------------------------|--|------------------------------------|-----------------|----------------------------|
| 1.      | Registration under Employees' State Insurance Corporation in the state of Maharashtra | Manager, Branch Office Sakinaka     | *B 101/105, Sagar Tech Plaza, Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai - 400072, Maharashtra | ESIC Code: 35000267620001099       | Perpetual       | -                          |
| 2.      | Registration under Employees' State Insurance Corporation in the state of Kerala      | Deputy Director (Inspection), Kochi | Door No. 24/1470 in Plot No. 19, Category III Subramanian Road, Willingdon Island, Kochi-682003, Kerala    | ESIC Code: 47350267620011099       | Perpetual       | -                          |



| Sr. No. | Nature of License / Approvals   | Authority                    | Particulars of the Premises  | Particulars of License / Approvals | Validity Period | Special conditions, if any |
|---------|---|------------------------------|--|------------------------------------|-----------------|----------------------------|
| 3.      | Registration under Employees' State Insurance Corporation in the state of West Bengal | Assistant Director           | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata-700020, West Bengal  | ESIC Code:<br>41350267620011099    | Perpetual       | -                          |
| 4.      | Registration under Employees' State Insurance Corporation in the state of Gujarat     | Assistant/ Deputy Director   | 403-404, Vedant Complex, 7 Kalpana Colony, Navrangpura, Ahmedabad-380009, Gujarat        | ESIC Code:<br>37350267620011099    | Perpetual       | -                          |
| 5.      | Registration under Employees' State Insurance Corporation in the state of Gujarat     | Assistant/ Deputy Director   | *714, 7 <sup>th</sup> Floor Sidharth Complex R c dutt road alkapuri, Vadodara, Gujarat   | ESIC Code:<br>38350267620011099    | Perpetual       | -                          |
| 6.      | Registration under Employees' State Insurance Corporation in the state of Tamil Nadu  | Additional Commissioner & RD | Lotus Court no.165, Thambu Chetty Street, Chennai-600001, Tamil Nadu                     | ESIC Code:<br>51000911220001006    | Perpetual       | -                          |
| 7.      | Registration under Employees' State Insurance Corporation in the state of Tamil Nadu  | Assistant/Deputy Director    | 4 <sup>th</sup> Block 97G/1H Palayamkottai Road (West), Thoothukudi – 628008, Tamil Nadu | ESIC Code:<br>66350267620011099    | Perpetual       | -                          |



| Sr. No. | Nature of License / Approvals   | Authority  | Particulars of the Premises   | Particulars of License / Approvals | Validity Period | Special conditions, if any |
|---------|---|--|---|------------------------------------|-----------------|----------------------------|
| 8.      | Registration under Employees' State Insurance Corporation in the state of Karnataka | Assistant/Deputy Director                                  | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka | ESIC Code:<br>50350267620011099    | Perpetual       | -                          |
| 9.      | Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952 | Regional Provident Fund Commissioner, Maharashtra and Goa. | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra                     | Code No.:<br>MH/PF/BAN/43135       | Perpetual       | -                          |
| 10.     | Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952 | Assistant P.F Commissonner. Chennai-14                     | Lotus Court no.165, Thambu Chetty Street, Chennai-600001,Tamil Nadu   | Code No.:<br>TN/PF/MAS/54497       | Perpetual       | -                          |
| 11.     | Maharashtra State Tax on Profession, Trades, Callings and Employment Act, 1975.     | Profession Tax Officer, Mumbai                             | * B 101/105, Sagar Tech Plaza, Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra           | P.T.R.C. No:<br>27545218833P       | Perpetual       | -                          |



| Sr. No. | Nature of License / Approvals  | Authority   | Particulars of the Premises  | Particulars of License / Approvals | Validity Period | Special conditions, if any |
|---------|--|---|--|------------------------------------|-----------------|----------------------------|
| 12.     | The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1975.                          | Kolkata West Range, West Bengal State Tax on Professions, Trades, Callings and Employments Act. | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata-700020, West Bengal                                | P.T.R.C. No:191004376258           | Perpetual       | -                          |
| 13.     | Ahmedabad Municipal Corporation Mahanagar Seva Sadan, Ahmedabad Professional Tax                               | Assistant Manager Professional Tax (W.Z.), Ahmedabad  | 403-404, Vedant Complex, 7 Kalpana Colony, Navrangpura, Ahmedabad-380009, Gujarat                                      | P.T.R.C. No: PRC015151081          | Perpetual       | -                          |
| 14.     | Corporation of Chennai Tamil Nadu Urban Local Bodies Tax on Profession, Trades, Callings Employment Rules 1998 | Commissioner Professional Tax, Chennai  | Lotus Court no.165, Thambu Chetty Street, Chennai-600001, Tamil Nadu   | P.T.R.C. No: 02028PE0222           | Perpetual       | -                          |
| 15.     | Government of Karnataka Commercial Taxes Department  | Professional Tax Officer V Circle, Bangalore.   | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka. | P.T.R.C. No: P00512794/D           | Perpetual       | -                          |



| Sr. No. | Nature of License / Approvals        | Authority                       | Particulars of the Premises  | Particulars of License / Approvals                | Validity Period | Special conditions, if any                       |
|---------|--------------------------------------|---------------------------------|--|---|-----------------|--|
| 16.     | Entrepreneurs Memorandum for Service | Dy. Director of Industries(MMR) | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra. | Entrepreneurs Memorandum No.:272211200203 Part II | Perpetual       | Shipping Activity, LCL, FCL Export & Forwarding. |

### C. Miscellaneous Approval/ Licenses / Registration

| Sr. No. | Nature of License / Approvals  | Authority  | Address of the Premise  | Particulars of License / Approvals   | Validity Period   | Special conditions, if any |
|---------|--|--|---|--------------------------------------|-------------------|----------------------------|
| 1.      | Registration of registered office under the Maharashtra Shops and Establishments Act, 1948 | Inspector under the Maharashtra Shops and Establishments Act, 1948 | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra                     | Registration No.: L011153            | December 31, 2017 | -                          |
| 2.      | Registration of establishment, Government of Karnataka: Department of Labour               | Senior Labour Inspector –Circle 5                                  | First Floor, #360, Next to MSIL Air Cargo Complex, Konena Agrahara, H.A.L, Airport, Road, Bangalore-560017, Karnataka | Registration No.: 5/113/CE/0733/2009 | December 31, 2018 | -                          |



| Sr. No. | Nature of License / Approvals   | Authority   | Address of the Premise   | Particulars of License / Approvals  | Validity Period   | Special conditions, if any |
|---------|---|---|--|-------------------------------------|-------------------|----------------------------|
| 3.      | Registration of establishment, West Bengal Shops & Establishment Rules 1964       | Shop and Establishment, Govt of West Bengal.        | Landmark Flat-7E, 228A, A.J.C Bose Road, Lajputhrai Sarani, Kolkata-700020, West Bengal                    | Registration No.: 02300080000927    | January 11, 2019  | -                          |
| 4.      | Registration of establishment under the Bombay Shops and Establishments Act, 1948 | Deputy Municipal Commissioner                       | 403-404, Vedant Complex, 7 Kalpana Colony, Navrangpura, Ahmedabad-380009                                   | Registration No.: PII/EL/46/0000052 | January 18, 2018  | -                          |
| 5.      | Registration of establishment under the Bombay Shops and Establishments Act, 1948 | Inspector under Bombay Shops and Establishment Act. | Office No.243, A Wing, Atlantis K-10 Complex, Nr Genda Circle, Vadodara 390007, Gujarat                    | Registration No.: B-30/992          | January 17, 2019  | -                          |
| 6.      | Registration of establishment under the Bombay Shops and Establishments Act, 1948 | Inspector under Bombay Shops and Establishment Act. | Shop No. 27 (GF), Plot no. 141/142, Sector No. 08, Golden Arcade, OSLO, Gandhidham-370201 Kachchh, Gujarat | Registration No.: 13149             | December 31, 2017 | -                          |
| 7.      | Registration of establishment under the Bombay Shops and Establishments Act, 1948 | Government of Maharashtra                           | Office No. 301/c, Mpj Chambers, Wakde Wadi, Pune - 411005.   | Registration No.: 1731000310797700  | January 20, 2020  | -                          |



| Sr. No. | Nature of License / Approvals  | Authority   | Address of the Premise | Particulars of License / Approvals | Validity Period   | Special conditions, if any |
|---------|--|---|------------------------|------------------------------------|-------------------|----------------------------|
| 8.      | Registration Under Federation Of Freight Forwarders' Associations In India<br><br>*Our Company is in the process of making an application for renewal. | Federation of Freight Forwarders' Associations In India     | NA                     | Membership No:<br>MUM/ALL/076      | March 31, 2017    | -                          |
| 10.     | Registration Under The Bombay Overseas Freight Brokers Association<br><br>*Our Company has applied for renewal.  | Bombay Overseas Freight Brokers Association                 | NA                     | NA                                 | March 31, 2017    | -                          |
| 11.     | Registration under International Federation of Freight Forwarders Associations<br><br>*Our Company has applied for renewal.                            | International Federation of Freight Forwarders Associations | NA                     | NA                                 | December 31, 2016 | -                          |
| 12.     | Registration under Consolidators Association of India  | Consolidators Association of India                          | NA                     | NA                                 | December 31, 2017 | -                          |




| Sr. No. | Nature of License / Approvals        | Authority                       | Address of the Premise   | Particulars of License / Approvals                | Validity Period | Special conditions, if any                       |
|---------|--------------------------------------|---------------------------------|--|---|-----------------|--|
| 13.     | Entrepreneurs Memorandum for Service | Dy. Director of Industries(MMR) | 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East), Mumbai 400072, Maharashtra. | Entrepreneurs Memorandum No.:272211200203 Part II | Perpetual       | Shipping Activity, LCL, FCL Export & Forwarding. |

\*Our few statutory permits/ licenses are registered on the address of our previous registered office and previous branch office address and we are in process of changing address of registered office and branch office of the Company in records of Statutory Authorities.

#### IV. INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have applied for registration of below mentioned trademark with the Trademark Registry: -

| Sr. No. | Logo  | Date of Application/Approval date | Application No./Trademark No. | Class | Current Status |
|---------|---|-----------------------------------|-------------------------------|-------|----------------|
| 1.      |  | July 14, 2016                     | 3309179                       | 39    | Objected       |





## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on March 22, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra-Ordinary General Meeting of our Company held on March 23, 2017 at registered office of the Company.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

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.

### PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds Rs. 1,000 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the National Stock Exchange of India Limited (NSE) for listing of our Equity Shares.

#### We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM 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 59 of this Draft 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 days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013
3. In accordance with Regulation 106(O) of the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager 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 59 of this Draft Prospectus.

5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results. Net worth of the Company as on March 31, 2017 as per standalone Financial Statement and consolidated Financial Statement is Rs. 1,222.17 Lakhs and 1,236.77 Lakhs respectively.
7. The Post-issue paid-up capital of the Company shall be at least Rs. 1 Crore. The paid-up capital shall be Rs. 1430.60 Lakhs after the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered in to an agreement with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
12. The Company has a website: [www.ttspl.in](http://www.ttspl.in)

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 LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED, JUNE 15, 2017, IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.**



**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT 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 PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956/ THE COMPANIES ACT, 2013, 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 PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT 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 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 A PUBLIC ISSUE ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
  9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF 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 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 OFFER/ISSUE HAVE TO BE ISSUED IN DEMATERIALIZED FORM ONLY.
  11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
  12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
    - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
    - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
  13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
  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 PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

**16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**

**17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”**

**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 PROSPECTUS. – NOT APPLICABLE**
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE..”**

**Note:**

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies Mumbai, in terms of sections 26, 32 and 33 of the Companies



Act, 2013.

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft 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.ttspl.in](http://www.ttspl.in) would be doing so at his or her own risk.

#### **Caution**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated April 25, 2017, the Underwriting Agreement dated April 25, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated April 25, 2017 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, *etc.*

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Draft Prospectus and the website of the Lead Manager at [www.sarthiwm.in](http://www.sarthiwm.in)

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft 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 Draft 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 Draft Prospectus has been filed with 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 Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE NSE**

As required, a copy of this Draft Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.

#### **FILING**

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Head Office situated at Plot No.C4-A,'G' Block, BandraKurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC situated at 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra, India.

#### **LISTING**

An application will be made to the 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 National Stock Exchange of India Limited has given its in-principal approval for using its name in our Draft Prospectus vide its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE Platform mentioned above are taken within Six Working Days from the Issue Closing Date.



## CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor, Peer Review Auditor, Secretarial Auditor, the Banker to the Company, Lenders and (b) Lead manager, Underwriter, Market Maker, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with NSE.

## EXPERT TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits

## EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 97 of this Draft Prospectus.

## DETAILS OF FEES PAYABLE

### Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated March 30, 2017 issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated April 25, 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 send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

### Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

## PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, and are an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.





## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “Capital Structure” beginning on page 67 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

## **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956/ SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

## **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centres of SCSBs where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationships Committee of the Board *vide* resolution passed at the Board Meeting held on April 26, 2017. For further details, please refer to the chapter titled “Our Management” beginning on page 148 of this Draft Prospectus.



Our Company has appointed Bhavik S Trivedi as the Company Secretary and Compliance Officer and he may be contacted at the following address:

**Total Transport Systems Limited**

701-705, T-Square, Opp Chandivali Petrol Pump,

Sakinaka, Andheri (East),

Mumbai –400072, Maharashtra

**Tel:** + 91 22 66441500

**Fax:** +91 22 66441585

**Email:** info@ttspl.in

**Website:** www.ttspl.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account, *etc.*

**CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS**

There have been no changes in the statutory auditors of our Company in the last three financial years.

**CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 67 of this Draft 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 Draft 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 Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

**SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



## SECTION VII – ISSUE INFORMATION

### TERMS OF THE ISSUE

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

*Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.*

### **RANKING OF EQUITY SHARES**

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 308 of this Draft Prospectus.

### **MODE OF PAYMENT OF DIVIDEND**

The declaration and payment of dividend will be as per the provisions of Companies Act 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 180 of this Draft Prospectus.

### **FACE VALUE AND ISSUE PRICE**

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 45/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 103 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.



#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29(1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful Applicants terms of the SEBI circular No.CIR/MRD/DSA/06/2012 dated February 21, 2012.

#### **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- 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 90 days, the Board may, thereafter, withhold payment of all dividends, bonuses or other monies 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 dematerialised form, 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 Applicants require changing of their nomination, they are requested to inform their respective depository participant.

#### **MINIMUM SUBSCRIPTION**

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid-up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire



subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 100,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3,00,000 or with both.

### **MIGRATION TO MAIN BOARD**

Our company may migrate to the main board of National Stock Exchange of India Limited at a later date subject to the following:

- a) If the Paid-up Capital of our Company is likely to increase above Rs. 25 crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid-up Capital of our company is more than 10 crore but below Rs. 25 crore, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **MARKET MAKING**

The shares offered through this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the National Stock Exchange of India Limited for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the Market Making arrangement see chapter titled “*General Information - Details of the Market Making Arrangements for this Issue*” beginning on page 59 of this Draft Prospectus.

### **RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution as detailed in chapter titled “Capital Structure” beginning on page 67 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section “Main Provisions of the Articles of Association” beginning on page 308 of this Draft Prospectus.



## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 3,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge Platform.

## **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Our Company shall issue shares only in dematerialized form. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

## **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premiumnotes, etc. issued by our Company.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States 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 offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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



## 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, an issuer whose post-issue face value capital exceeds ten crore rupees, shall issue shares to the public and propose to list the same on the Emerge Platform of NSE ('NSE Exchange', in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 282 and 288 of this Draft Prospectus.

The Issue is being made by way of Fixed Price method.

### FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 37,80,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 45/- per Equity Share aggregating to Rs. 1701.00 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 35,88,000 Equity Shares ('the Net Issue') and a reservation of 1,92,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

| Particulars of the Issue                          | Net Issue to Public*   | Market Maker Reservation Portion   |
|---|--|--|
| Number of Equity Shares available for allocation  | 35,88,000 Equity Shares  | 1,92,000 Equity Shares   |
| Percentage of Issue Size available for allocation | 94.92% of the Issue size<br>(50% to Retail Individual Investors and the balance 50% to other investors).   | 5.08 % of the Issue size   |
| Basis of Allotment                                | Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each.<br><br>For further details, please refer to the "Basis of Allotment" on page 300 of this Draft Prospectus. | Firm Allotment   |
| Mode of Application                               | All Applicants must compulsorily apply through ASBA Process (online or the physical form)  | Through ASBA Process Only  |
| Minimum Application Size                          | <u>For QIB and NII:</u><br>Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/-<br><br><u>For Retail Individuals:</u><br>3,000 Equity Shares                              | 1,92,000 Equity Shares   |
| Maximum Application Size                          | <u>For QIB and NII:</u><br>Such number of equity shares in multiples of 3,000 Equity Shares such that the Application Size does not exceed 35,88,000 Equity Shares.<br><br><u>For Retail Individuals:</u>                                    | Application size shall be 1,92,000 equity shares since there is a firm allotment |





| Particulars of the Issue | Net Issue to Public*   | Market Maker Reservation Portion  |
|--------------------------|--|---|
|                          | Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-. |   |
| Mode of Allotment        | Dematerialized Form  | Dematerialized Form   |
| Trading Lot              | 3,000 Equity Shares  | 3,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009. |
| Terms of Payment         | The entire Application Amount will be payable at the time of submission of the Application Form.                                 |   |

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to “Issue Structure” on page 286 of this Draft Prospectus.

\*As per Regulation 43, sub regulation (4) of the SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

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

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

|                           |     |
|---------------------------|-----|
| <b>ISSUE OPENING DATE</b> | [●] |
| <b>ISSUE CLOSING DATE</b> | [●] |

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m. and 3.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.





## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.*

*Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form*

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus

### **FIXED PRICE ISSUE PROCEDURE**

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.



## APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

| Category  | Color of Application Form |
|---|---------------------------|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis | White                     |
| Non-Residents and Eligible NRIs applying on a repatriation basis        | Blue                      |

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

| Sr. No. | Designated Intermediaries  |
|---------|--|
| 1.      | An SCSB, with whom the bank account to be blocked, is maintained.  |
| 2.      | A syndicate member (or sub-syndicate member)   |
| 3.      | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |
| 4.      | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)   |
| 5.      | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)                  |

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

## WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of



Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;

- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Alternative Investment Funds, Venture Capital Funds, Foreign Venture Capital Investors registered with SEBI;
- Portfolio Manager registered with SEBI;
- State Industrial Development Corporations;
- 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;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy or air force of the Union of India
- As per the existing regulations, OCBs cannot participate in this Issue.

#### **PARTICIPATION BY ASSOCIATES OF LM**

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue, as mentioned in the Application Form. The application



forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **APPLICATIONS BY ELIGIBLE NRIS**

Application Forms have been made available for Eligible NRIs at our Company's registered Office and at the office of Lead Manager to the Issue. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis. Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws. The Company does not require approvals from FIPB or RBI for the



issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour) and should authorise their SCSBs to block their Non-Resident Ordinary (“NRO”) accounts the full application amount, at the time of submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non- Residents (blue in colour). NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) accounts the full application amount, at the time of submission of the Application Form.

#### **APPLICATIONS BY ELIGIBLE FIIs/FPIs**

On January 07, 2014, SEBI notified the FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ will be subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. On March 13, 2014, the RBI amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the FII Regulations. Accordingly, such FIIs can participate in the Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the FPI Regulations.

The issue of Equity Shares to a single FPI or FII should not exceed 10% of our post-Issue paid-up capital. In respect of an FPI or FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital of the Company or 5% of the total issued capital, in case such sub-account is a foreign corporate or an individual. In accordance with the foreign investment limits applicable to our Company, such investment must be made out of funds raised or collected or brought from outside India through normal banking channels and the investment must not exceed the overall ceiling specified for FIIs. Under the portfolio investment scheme, the aggregate issue of equity shares to FIIs and their sub-accounts should not exceed 24% of post-issue paid-up equity capital of a company. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its Board of Directors followed by a special resolution to that effect by its shareholders in their general meeting. As on the date of this Draft Prospectus, no such resolution has been recommended to the shareholders of our Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations 1995, as amended, by the SEBI (Foreign Institutional Investors)(Amendment) Regulations, 2008 (‘SEBI FII Regulations’), an FII, as defined in the SEBI FII Regulations, or its sub account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations, as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor 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 foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. The FII or sub-account is also required to ensure that no further issue or transfer of any offshore derivative instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the underwriters including the LM that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue. Any such offshore derivative instrument does not constitute any obligation or claim or claim on or an interest in, our Company.

In case of FII’s in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.



**AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIS:**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted nonconvertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b) Nothing contained in clause (a) shall apply to:
    - ❖ Any transactions in derivatives on a recognized stock exchange;
    - ❖ Short selling transactions in accordance with the framework specified by the Board;
    - ❖ Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
    - ❖ Any other transaction specified by the Board.
  - c) No transaction on the stock exchange shall be carried forward;
  - d) The transaction of business in securities by a foreign portfolio investor shall be only through stockbrokers registered by the Board; provided nothing contained in this clause shall apply to;
    - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;





- iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - viii. Any other transaction specified by Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.
- 4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
  - 5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
  - 6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
  - 7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
  - 8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority
- b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such



instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

The holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to a Further Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to a further public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Notwithstanding as prescribed under the general information document, AIFs that are owned or controlled by Non-Resident investors, VCFs and Non-Resident investors, including multilateral and bilateral financial institutions and any other QIB that is a Non-Resident and/or owned or controlled by Non-Residents/Persons resident outside India, as defined under FEMA are not eligible to participate in this Issue. Any application received from such category of investor(s) or application wherein a foreign address is provided by the depositories would be rejected.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.





## APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- (a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector to which the investee company belongs: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

In addition, the IRDAI partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDAI Investment Regulations.

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

## APPLICATIONS BY BANKING COMPANIES

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application 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 Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks’ own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

**Applications by SCSBs:** SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 02, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account, using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.



## **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws must be lodged along with the Application Form. Failing this, our Company reserve the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 250.00 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250.00 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.



## MAXIMUM AND MINIMUM APPLICATION SIZE

### a) For Retail Individual Applicants

The Application must be for a minimum of 3,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000/-, they can make Application for only minimum Application size i.e. for 3,000 Equity Shares.

### b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000/- and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000/- for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

## INFORMATION FOR THE APPLICANTS

- Our Company will file the Prospectus with the Registrar of Companies, Mumbai, Maharashtra, least 3 (three) days before the Issue Opening Date.
- Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the LM.
- Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.

## INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/ mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

## APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.



These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 3,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 3,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 3,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - b) The balance net offer of shares to the public shall be made available for allotment to
    - i. Individual applicants other than retails individual investors and
    - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

‘Retail Individual Investor’ means an investor who applies for shares of value of not more than Rs. 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.

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.



## **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **GENERAL INSTRUCTIONS**

### ***Do's:***

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- All Applicants should submit their application through ASBA process only.

### ***Don'ts:***

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

## **OTHER INSTRUCTIONS**

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications



- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

#### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form, duplicate PAN and mismatch of PAN;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;





- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, NonInstitutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Detail of ASBA Account not provided in the Application Form and Amount not blocked in ASBA within prescribed time.
- More than five application forms blocked from one ASBA Account.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

‘Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

### **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated April 25, 2017 this issue is 100% Underwritten.



## **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the Registrar of Companies, Mumbai, Maharashtra in terms of Section 26 of Companies Act, 2013.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Offer Opening Date and the Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

## **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

## **PAYMENT OF REFUND**

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

## **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within six working days of closure of the issue;
3. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
4. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;





2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

#### **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. Notwithstanding the foregoing; the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with afresh public offering of Equity Shares, our Company shall file a fresh Draft Prospectus with Stock Exchange.

#### **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) We have entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue on April 20, 2017.
- (b) We have entered into tripartite agreement between CDSL, the Company and the Registrar to the Issue on April 11, 2017.

The Company's Equity shares bear an ISIN No. INE336X01012

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.



- If incomplete or incorrect details are given under the heading ‘Applicants Depository Account Details’ in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## **COMMUNICATIONS**

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

## **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (‘ASBA Account’) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated



Branch of the SCSB or Registered Brokers or Registered RTAs or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.



## **RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and such other conditions as provided in the FDI Policy from time to time. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

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

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



## SECTION VIII – MAIN PROVISION OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I of the Companies Act and the SEBI Regulation, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each Provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

### CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

| Title of Article   | Article Number and contents  |
|--|--|
| Share Capital  | <p><b>3.</b></p> <p>The Authorised Share Capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum Of Association of the Company, with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.</p>   |
| Increase of capital by the Company how carried into effect | <p><b>4.</b></p> <p>The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.</p> |
| New Capital same as existing capital                       | <p><b>5.</b></p> <p>Except so far as otherwise provided by the conditions of issue or by These Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.</p>   |
| Redeemable Preference Shares                               | <p><b>6.</b></p> <p>Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preferenceshares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.</p>  |
|  | <p><b>7.</b></p> <p>The holder of Preference Shares shall have a right to vote only on Resolutions, which</p>  |



| Title of Article   | Article Number and contents   |
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| Voting rights of preference shares                           | directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2).   |
| Provisions to apply on issue of Redeemable Preference Shares | <p><b>8.</b></p> <p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:</p> <ul style="list-style-type: none"> <li>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption.</li> <li>(b) No such Shares shall be redeemed unless they are fully paid.</li> <li>(c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed.</li> <li>(d) Where any such Shares are redeemed otherwise than 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 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</li> <li>(e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.</li> </ul> |
| Reduction of capital   | <p><b>9.</b></p> <p>The Company may (subject to the provisions of section 52, 55(1) &amp; (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <ul style="list-style-type: none"> <li>(a) the share capital;</li> <li>(b) any capital redemption reserve account; or</li> <li>(c) any security premium account.</li> </ul> <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</p>  |



| Title of Article                                      | Article Number and contents  |
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|   | derogate from any power the Company would have, if it were omitted.  |
| Purchase of own Shares                                | <p><b>10.</b></p> <p>The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.</p>  |
| Sub-division consolidation and cancellation of Shares | <p><b>11.</b></p> <p>Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.</p> |

#### MODIFICATION OF RIGHTS

| Title of Article       | Article Number and contents   |
|------------------------|---|
| Modification of rights | <p><b>12.</b></p> <p>Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Companies Act 1956, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.</p> <p>The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking paripassu therewith.</p> |





## SHARES, CERTIFICATES AND DEMATERIALISATION

| Title of Article                                 | Article Number and contents  |
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| Restriction on allotment and return of allotment | <p><b>13.</b></p> <p>The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.</p>  |
| Further issue of shares                          | <p><b>14.</b></p> <p>(1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-</p> <ul style="list-style-type: none"> <li>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: — <ul style="list-style-type: none"> <li>(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</li> <li>(ii) the offer aforesaid shall not have the right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (b) shall contain a statement to this effect.</li> <li>(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;</li> </ul> </li> <li>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or</li> <li>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.</li> </ul> <p>(2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> |





| Title of Article                                | Article Number and contents   |
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|   | <p>(3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>  |
| Shares at the disposal of the Directors         | <p><b>15.</b></p> <p>Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p>   |
| Power to offer Shares/options to acquire Shares | <p><b>15A</b></p> <p>(1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>(2) In addition to the powers of the Board under Article 16A(1), the Board may also allot the Shares referred to in Article 16A(1) to any trust, whose principal objects would <i>inter alia</i> include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A(1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p> <p>(3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A(1) and (2) above.</p> |



| Title of Article   | Article Number and contents   |
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| Application of premium received on Shares  | <p><b>16.</b></p> <p>(1) Where the Company Issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid-up share capital of the Company.</p> <p>(2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:</p> <ul style="list-style-type: none"> <li>(a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares;</li> <li>(b) In writing off the preliminary expenses of the Company;</li> <li>(c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company; or</li> <li>(d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.</li> <li>(e) For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.</li> </ul> |
| Power also to Company in General Meeting to issue Shares                         | <p><b>17.</b></p> <p>In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.</p>  |
| Power of General Meeting to authorize Board to offer Shares/Options to employees | <p><b>17A</b></p> <p>(1) Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be</p>  |



| Title of Article                            | Article Number and contents  |
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|   | <p>set out before it, for the aforesaid purpose.</p> <p>(2) In addition to the powers contained in Article 18A(1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.</p>   |
| Shares at a discount                        | <p><b>18.</b></p> <p>The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely:</p> <ul style="list-style-type: none"> <li>(a) the issue is authorized by a special resolution passed by the company;</li> <li>(b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued;</li> <li>(c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and</li> <li>(d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.</li> </ul> |
| Installments of Shares to be duly paid      | <p><b>19.</b></p> <p>If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.</p>   |
| The Board may issue Shares as fully paid-up | <p><b>20.</b></p> <p>Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid-up Shares.</p>   |
| Acceptance of Shares                        | <p><b>21.</b></p> <p>Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members</p>   |



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|   | shall for the purpose of this Article, be a Member.   |
| Deposit and call etc., to be debt payable | <p><b>22.</b></p> <p>The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.</p>  |
| Liability of Members                      | <p><b>23.</b></p> <p>Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.</p>   |
| Dematerialisation of securities           | <p><b>24.(A)</b></p> <p><b>Definitions:</b></p> <p><b>Beneficial Owner</b> “Beneficial Owner” means a person whose name is recorded as such with a Depository.</p> <p><b>SEBI</b> “SEBI” means the Securities and Exchange Board of India.</p> <p><b>Bye-Laws</b> “Bye-Laws” mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;</p> <p><b>Depositories Act</b> “Depositories Act” means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;</p> <p><b>Depository</b> “Depository” means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;</p> <p><b>Record</b> “Record” includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;</p> <p><b>Regulations</b> “Regulations” mean the regulations made by SEBI;</p> <p><b>Security</b> “Security” means such security as may be specified by SEBI.</p> |
| Dematerialisation of securities           | <p><b>24.(B)</b></p> <p>Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialised form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the Securities, in which event the rights and obligations of the parties concerned shall be governed</p>   |



| Title of Article  | Article Number and contents  |
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|   | by the Depositories Act.   |
| Options to receive security certificates or hold securities with depository | <p><b>24.(C)</b></p> <p>Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.</p> <p>Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.</p>  |
| Securities in depositories to be in fungible form                           | <p><b>24.(D)</b></p> <p>All Securities held by a Depository shall be dematerialised and shall be in a fungible form;</p>   |
| Rights of depositories and beneficial owners                                | <p><b>24.(E)</b></p> <p>(1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;</p> <p>(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;</p> <p>(3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.</p> |
| Depository To Furnish Information   | <p><b>24.(F)</b></p> <p>Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.</p>  |
| Service of documents  | <p><b>24.(G)</b></p> <p>Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.</p>   |
| Option to opt out in respect of any security                                | <p><b>24.(H)</b></p> <p>If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities</p>   |



| Title of Article  | Article Number and contents  |
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|   | to the Beneficial Owner or the transferee as the case may be.  |
| Sections 45 and 56 of the Companies Act, 2013 not to apply. | <p><b>24.(I)</b></p> <p>Notwithstanding anything to the contrary contained in the Articles:</p> <p>(1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository;</p> <p>(2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.</p>  |
| Share certificate   | <p><b>25.</b></p> <p>(a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.</p> <p>(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to any one of such joint owners, on behalf of all of them.</p>   |
| Limitation of time for issue of certificates                | <p><b>26.</b></p> <p>Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one or several joint holders shall be a sufficient delivery to all such holder.</p> |
| Renewal of share certificates                               | <p><b>27.</b></p> <p>No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.</p> <p>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.</p>  |



| Title of Article  | Article Number and contents  |
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| Issue of new certificate in place of one defaced, lost or destroyed | <p><b>28.</b></p> <p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p> <p>The provision of this Article shall mutatis mutandis apply to Debentures of the Company.</p> |
| The first name joint holder deemed sole holder                      | <p><b>29.</b></p> <p>If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.</p>  |
| Issue of Shares without Voting Rights                               | <p><b>30.</b></p> <p>In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.</p>  |
| Buy-Back of Shares and Securities                                   | <p><b>31.</b></p> <p>Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.</p>   |
| Employees Stock Options Scheme/ Plan                                | <p><b>32.</b></p> <p>The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or</p>   |





| Title of Article  | Article Number and contents  |
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|   | Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.   |
| Sweat Equity  | <b>33.</b><br>Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.   |
| Company not bound to recognize any interest in Shares other than of registered holder | <b>34.</b><br>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.  |
| Trust recognized  | <b>35.</b><br>(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.<br><br>(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership. |
| Declaration by person not holding beneficial interest in any Shares                   | <b>36.</b><br>(1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.  |





| Title of Article  | Article Number and contents  |
|---|--|
|   | <p>(2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.</p> <p>(3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act</p> <p>(4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.</p> |
| Funds of Company not to be applied in purchase of Shares of the Company | <p><b>37.</b></p> <p>No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.</p>  |

#### UNDERWRITING AND BROKERAGE

| Title of Article                 | Article Number and contents   |
|----------------------------------|---|
| Commission may be paid           | <p><b>38.</b></p> <p>Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.</p> |
| Brokerage                        | <p><b>39.</b></p> <p>The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.</p>  |
| Commission to be included in the | <p><b>40.</b></p> <p>Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any</p>  |



| Title of Article | Article Number and contents   |
|------------------|---|
| annual return    | Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013. |

## DEBENTURES

| Title of Article                               | Article Number and contents  |
|--|--|
| Debentures with voting rights not to be issued | <p><b>41.</b></p> <p>(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.</p> <p>(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013.</p> <p>(c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013.</p> <p>(d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.</p> <p>(e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred.</p> <p>(f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.</p> <p>(g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges.</p> |

## CALLS

| Title of Article         | Article Number and contents   |
|--------------------------|---|
| Directors may make calls | <p><b>42.</b></p> <p>(a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the</p> |



| Title of Article   | Article Number and contents   |
|--|---|
|  | <p>last preceding call.</p> <p>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.</p>  |
| Notice of call when to be given  | <p><b>43.</b></p> <p>Not less than <b>fourteen days</b> notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.</p>   |
| Call deemed to have been made  | <p><b>44.</b></p> <p>A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.</p>  |
| Directors may extend time  | <p><b>45.</b></p> <p>The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.</p>   |
| Amount payable at fixed time or by installments to be treated as calls | <p><b>46.</b></p> <p>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.</p>  |
| When interest on call or installment payable                           | <p><b>47.</b></p> <p>If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof upto the time of actual payment but the Directors may waive payment of such interest wholly or in part.</p> |
| Evidence in action by Company against share holder                     | <p><b>48.</b></p> <p>On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or</p>  |



| Title of Article   | Article Number and contents  |
|--|--|
|  | <p>subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p>  |
| <p>Payment in anticipation of calls may carry interest</p> | <p><b>49.</b></p> <p>The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.</p> <p>The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p><b>The provisions of these Articles shall <i>mutatis mutandis</i> apply to the calls on Debentures of the Company.</b></p> |

## LIEN

| Title of Article                                  | Article Number and contents   |
|---|---|
| <p>Partial payment not to preclude forfeiture</p> | <p><b>50.</b></p> <p>Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.</p>  |
| <p>Company's lien on Shares/ Debentures</p>       | <p><b>51.</b></p> <p>The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid-up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if</p> |



| Title of Article                | Article Number and contents   |
|---------------------------------|---|
|                                 | any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.  |
| As to enforcing lien by sale    | <p><b>52.</b></p> <p>The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same.</p> <p>PROVIDED THAT no sale shall be made: -</p> <p>(a) Unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is /presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.</p> <p>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members</p> <p>The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale.</p> |
| Application of proceeds of sale | <p><b>53.</b></p> <p>(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and</p> <p>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).</p>   |

## FORFEITURE OF SHARE

| Title of Article                                       | Article Number and contents   |
|--|---|
| If money payable on Shares not paid notice to be given | <p><b>54.</b></p> <p>If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.</p> |
| Sum payable on allotment to be deemed a call           | <p><b>55.</b></p> <p>For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.</p>  |



| Title of Article   | Article Number and contents  |
|--|--|
| Form of notice   | <p><b>56.</b></p> <p>The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding Eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>   |
| In default of payment Shares to be forfeited                               | <p><b>57.</b></p> <p>If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.</p>  |
| Notice of forfeiture to a Member   | <p><b>58.</b></p> <p>When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.</p>   |
| Forfeited Shares to be the property of the Company and may be sold etc.    | <p><b>59.</b></p> <p>Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.</p>  |
| Member still liable for money owing at the time of forfeiture and interest | <p><b>60.</b></p> <p>Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.</p> |
| Effects of forfeiture  | <p><b>61.</b></p> <p>The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by</p>   |



| Title of Article  | Article Number and contents   |
|---|---|
|   | these Articles are expressly saved.   |
| Power to annul forfeiture   | <p><b>62.</b></p> <p>The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.</p>   |
| Declaration of forfeiture   | <p><b>63.</b></p> <p>(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p> <p>(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.</p> |
| Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum | <p><b>64.</b></p> <p>The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p>   |
| Cancellation of shares certificates in respect of forfeited Shares                      | <p><b>65.</b></p> <p>Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect</p>   |



| Title of Article       | Article Number and contents  |
|------------------------|--|
|                        | of the said Shares to the person or persons entitled thereto.  |
| Evidence of forfeiture | <p><b>66.</b></p> <p>The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</p>   |
| Validity of sale       | <p><b>67.</b></p> <p>Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p> |
| Surrender of Shares    | <p><b>68.</b></p> <p>The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.</p>  |

## TRANSFER AND TRANSMISSION OF SHARES

| Title of Article            | Article Number and contents  |
|-----------------------------|--|
| No transfers to minors etc. | <p><b>69.</b></p> <p>No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.</p>   |
| Instrument of transfer      | <p><b>70.</b></p> <p>The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.</p> |





| Title of Article                          | Article Number and contents  |
|---|--|
| Application for transfer                  | <p><b>71.</b></p> <p>(a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.</p> <p>(b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</p> <p>(c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.</p> |
| Execution of transfer                     | <p><b>72.</b></p> <p>The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.</p>   |
| Transfer by legal representatives         | <p><b>73.</b></p> <p>A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.</p>  |
| Register of Members etc when closed       | <p><b>74.</b></p> <p>The Board of Directors shall have power on giving not less than seven days pervious notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.</p>   |
| Directors may refuse to register transfer | <p><b>75.</b></p> <p>Subject to the provisions of Section 58 &amp; 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as</p>   |



| Title of Article  | Article Number and contents   |
|---|---|
|   | the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.  |
| Death of one or more joint holders of Shares  | <b>76.</b><br><br>In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.  |
| Titles of Shares of deceased Member   | <b>77.</b><br><br>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 it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013. |
| Notice of application when to be given  | <b>78.</b><br><br>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.   |
| Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause) | <b>79.</b><br><br>Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in   |



| Title of Article  | Article Number and contents   |
|---|---|
|   | accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".  |
| Refusal to register nominee   | <b>80.</b><br>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.   |
| Person entitled may receive dividend without being registered as a Member         | <b>81.</b><br>A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.   |
| No fee on transfer or transmissions   | <b>82.</b><br>No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.   |
| Transfer to be presented with evidence of title                                   | <b>83.</b><br>Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.   |
| Company not liable for disregard of a notice prohibiting registration of transfer | <b>84.</b><br>The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit. |



## CONVERSION OF SHARES INTO STOCK AND RECONVERSION

| Title of Article                                 | Article Number and contents  |
|--|--|
| Share may be converted into stock                | <p><b>85.</b></p> <p>The Company may, by Ordinary Resolution convert any fully paid-up Share into stock, and reconvert any stock into fully paid-up Shares.</p>  |
| Transfer of stock                                | <p><b>86.</b></p> <p>The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit.</p> <p>PROVIDED THAT the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the Shares from which stock arose.</p>                                    |
| Right of stock holders                           | <p><b>87.</b></p> <p>The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages.</p> |
| Regulation applicable to stock and share warrant | <p><b>88.</b></p> <p>Such of the regulations of the Company as are applicable to the paid-up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.</p>   |

## BORROWING POWERS

| Title of Article | Article Number and contents   |
|------------------|---|
| Power to borrow  | <p><b>89.</b></p> <p>Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.</p> <p>PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the</p> |



| Title of Article  | Article Number and contents   |
|---|---|
|   | Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.  |
| The payment or repayment of moneys borrowed                   | <b>90.</b><br>The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. |
| Bonds, Debentures, etc. to be subject to control of Directors | <b>91.</b><br>Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.   |
| Terms of issue of Debentures                                  | <b>92.</b><br>Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. However, Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.   |
| Mortgage of uncalled capital                                  | <b>93.</b><br>If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.  |
| Indemnity may be given  | <b>94.</b><br>Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.  |



## RELATED PARTY TRANSACTIONS

| Title of Article           | Article Number and contents   |
|----------------------------|---|
| Related Party Transactions | <p><b>95.</b></p> <p><b>A.</b> Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee.</p> <p><b>B.</b> Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.</p> |

## MEETING OF MEMBERS

| Title of Article       | Article Number and contents   |
|------------------------|---|
| Annual General Meeting | <p><b>96.</b></p> <p>(a) An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.</p> <p>(b) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held.</p> <p>(c) Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a national holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p> <p>(d) The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting.</p> <p>(e) Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> <p>(f) At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.</p> <p>(g) The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.</p> |
| Report statement       | <p><b>97.</b></p> <p>The Company shall in every Annual General Meeting in addition to any other Report</p>  |



| Title of Article   | Article Number and contents   |
|--|---|
| and registers to be laid before the Annual General Meeting | or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.   |
| Extra-Ordinary General Meeting                             | <p><b>98.</b></p> <p>All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.</p>  |
| Requisitionists' Meeting                                   | <p><b>99.</b></p> <p>(1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified: -</p> <p>(a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.</p> <p>(b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.</p> <p>(2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or</p> <p>(3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter.</p> <p>(4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:</p> <p>(a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company.</p> <p>i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;</p> <p>ii. In the case of any other requisition, not less than two weeks before the Meeting, and</p> <p>(b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.</p> <p>PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an</p> |



| Title of Article  | Article Number and contents   |
|---|---|
|   | <p>Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>(5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.</p> <p>(6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.</p>  |
| <p>Extra-Ordinary General Meeting by Board and by requisition</p> <p>When a Director or any two Members may call an ExtraOrdinary General Meeting</p> | <p><b>100.</b></p> <p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.</p> <p>(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid-up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.</p>  |
| <p>Contents of requisition, and number of requisitionistsrequired and the conduct of Meeting</p>  | <p><b>101.</b></p> <p>(1) In case of requisition the following provisions shall have effect:</p> <p>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.</p> <p>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.</p> <p>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> |





| Title of Article            | Article Number and contents  |
|-----------------------------|--|
|                             | <p>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called:</p> <ul style="list-style-type: none"> <li>(i) by the requisitionists themselves; or</li> <li>(ii) by such of the requisitionists as represent either a majority in value of the paid-up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less.</li> </ul> <p>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.</p> <p>(2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:</p> <ul style="list-style-type: none"> <li>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but</li> <li>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.</li> </ul> <p>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.</p> <p>(3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.</p> <p>(4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.</p> |
| Length of notice of Meeting | <p><b>102.</b></p> <p>(1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.</p> <p>(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto:</p> <ul style="list-style-type: none"> <li>(i) In the case of Annual General Meeting by all the Members entitled to vote thereat; and</li> <li>(ii) In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid-up share capital of the</li> </ul>   |



| Title of Article  | Article Number and contents  |
|---|--|
|   | <p>Company as gives a right to vote at the Meeting.</p> <p>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.</p>   |
| Contents and manner of service of notice and persons on whom it is to be served | <p><b>103.</b></p> <p>(1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.</p> <p>(2) Subject to the provisions of the Act notice of every General Meeting shall be given;</p> <p>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013;</p> <p>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and</p> <p>(c) to the Auditor or Auditors for the time being of the Company</p> <p>(3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p> |
| Special and ordinary business and explanatory statement                         | <p><b>104.</b></p> <p>(1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to</p> <p>(i) the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors;</p> <p>(ii) the declaration of dividend;</p> <p>(iii) the appointment of Directors in the place of those retiring; and</p> <p>(iv) the appointment of, and the fixing of the remuneration of the Auditors, and</p> <p>(b) In the case of any other meeting, all business shall be deemed special.</p> <p>(2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.</p> <p>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of</p>   |



| Title of Article  | Article Number and contents  |
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|   | <p>shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid-up-share capital of the other company.</p> <p>(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p>   |
| Omission to give notice not to invalidate proceedings                       | <p><b>105.</b></p> <p>The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.</p>   |
| Notice of business to be given  | <p><b>106.</b></p> <p>No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.</p>   |
| Quorum  | <p><b>107.</b></p> <p>The quorum for General Meetings shall be as under: -</p> <p>(i) five members personally present if the number of members as on the date of meeting is not more than one thousand;</p> <p>(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</p> <p>(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p> <p>No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013.</p> |
| If quorum not present when Meeting to be dissolved and when to be adjourned | <p><b>108.</b></p> <p>If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.</p>   |



| Title of Article  | Article Number and contents   |
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| Resolution passed at adjourned Meeting  | <p><b>109.</b></p> <p>Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.</p>   |
| Chairman of General Meeting.  | <p><b>110.</b></p> <p>At every General Meeting, the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.</p> |
| Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required | <p><b>111.</b></p> <p>Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.</p>  |
| Business confined to election of Chairman whilst the Chair is vacant                            | <p><b>112.</b></p> <p>No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.</p>   |
| Chairman may adjourn Meeting  | <p><b>113.</b></p> <p>(a) The Chairman may with the consent of Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and from place to place.</p> <p>(b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place</p> <p>(c) When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting.</p> <p>(d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.</p>  |



| Title of Article  | Article Number and contents  |
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| How questions are decided at Meetings                       | <b>114.</b><br>Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.  |
| Chairman's declaration of result of voting on show of hands | <b>115.</b><br>A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.   |
| Demand of poll  | <b>116.</b><br>Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid-up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand. |
| Time of taking poll   | <b>117.</b><br>A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.   |
| Chairman's casting vote                                     | <b>118.</b><br>In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.   |
| Appointment of scrutineers                                  | <b>119.</b><br>Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.  |



| Title of Article   | Article Number and contents   |
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| Demand for poll not to prevent transaction of other business | <b>120.</b><br>The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.  |
| Special notice   | <b>121.</b><br>Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting. |
| Postal Ballot  | <b>122.</b><br>The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.   |

## VOTES OF MEMBERS

| Title of Article   | Article Number and contents   |
|--|---|
| Member paying money in advance not to be entitled to vote in respect thereof | <b>123.</b><br>A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable. |
| Restriction on exercise of voting rights of Members who have not paid calls  | <b>124.</b><br>No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.   |



| Title of Article                         | Article Number and contents   |
|--|---|
| Number of votes to which Member entitled | <p><b>125.</b></p> <p>Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.</p> <p>Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.</p> <p>A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.</p> |
| Votes of Members of unsound mind         | <p><b>126.</b></p> <p>A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.</p>   |
| Votes of joint Members                   | <p><b>127.</b></p> <p>If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.</p>                                 |
| Representation of body corporate         | <p><b>128.</b></p> <p>(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an</p>   |



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|   | <p>individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.</p> <p>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.</p> |
| <p>Votes in respects of deceased or insolvent Members</p> | <p><b>129.</b></p> <p>Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.</p>   |
| <p>Voting in person or by proxy</p>                       | <p><b>130.</b></p> <p>Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.</p>  |
| <p>Rights of Members to use votes differently</p>         | <p><b>131.</b></p> <p>On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses</p>  |
| <p>Proxies</p>  | <p><b>132.</b></p> <p>Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.</p>   |
| <p>Proxy either for specified meeting</p>                 | <p><b>133.</b></p> <p>An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the</p>  |





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| or for a period  | instrument and every adjournment of any such Meeting.  |
| No proxy to vote on a show of hands                                      | <b>134.</b><br>No proxy shall be entitled to vote by a show of hands.  |
| Instrument of proxy when to be deposited                                 | <b>135.</b><br>The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.  |
| Form of Proxy  | <b>136.</b><br>Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.  |
| Validity of votes given by proxy notwithstanding revocation of authority | <b>137.</b><br>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked. |
| Time for objection to vote   | <b>138.</b><br>No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.  |
| Chairman of any Meeting to be the judge of Validity of                   | <b>139.</b><br>The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the   |



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| any value             | Chairman shall be final and conclusive.   |
| Custody of Instrument | <p><b>140.</b></p> <p>If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.</p> |

## DIRECTORS

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| Number of Directors                      | <p><b>141.</b></p> <p>Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen.</p>   |
| Appointment of Directors                 | <p><b>142.</b></p> <p>The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.</p>   |
| Debenture Directors                      | <p><b>143.</b></p> <p>Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.</p> |
| Nominee Director or Corporation Director | <p><b>144.</b></p> <p>(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a</p> |



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|                  | <p>Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.</p> <p>(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.</p> <p>(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall <i>ipso facto</i> vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.</p> <p>(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.</p> <p>(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.</p> <p>Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.</p> |
| Special Director | <p><b>145.</b></p> <p>(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaboration" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such</p>   |



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|   | <p>collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.</p>   |
| Limit on number of non-retiring Directors | <p><b>146.</b></p> <p>The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.</p>   |
| Alternate Director                        | <p><b>147.</b></p> <p>The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.</p> |
| Directors may fill in vacancies           | <p><b>148.</b></p> <p>The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.</p>   |
| Additional                                | <p><b>149.</b></p> <p>Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors</p>   |



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| Directors  | shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board (“Additional Director”) so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.   |
| Qualification shares   | <b>150.</b><br>A Director need not hold any qualification shares.   |
| Directors’ sitting fees  | <b>151.</b><br>The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.  |
| Extra remuneration to Directors for special work               | <b>152.</b><br>Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.<br><br>Subject to the provisions of the Act, a Director who is neither in the wholtime employment nor a Managing Director may be paid remuneration either:<br><br>i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or<br>ii. by way of commission if the Company by a Special Resolution authorized such payment. |
| Traveling expenses incurred by Directors on Company’s business | <b>153.</b><br>The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.   |
|  | <b>154.</b>   |



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| Director may act notwithstanding vacancy         | The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.   |
| Board resolution necessary for certain contracts | <p><b>155.</b></p> <p>(1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:</p> <ul style="list-style-type: none"> <li>(a) For the sale, purchase or supply of goods, materials or services; or</li> <li>(b) for underwriting the subscription of any Share in or debentures of the Company;</li> <li>(c) nothing contained in clause (a) of sub-clause (1) shall affect: - <ul style="list-style-type: none"> <li>(i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or</li> <li>(ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.</li> </ul> </li> </ul> <p><b>PROVIDED THAT</b> such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.</p> <p>(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.</p> <p>(c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into.</p> <p>(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board.</p> |



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|  | (e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.   |
| Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director | <p><b>156.</b></p> <p>When the Company: -</p> <p>(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or</p> <p>(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.</p>   |
| Directors of interest<br><br>General notice of disclosure  | <p><b>157.</b></p> <p>(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013.</p> <p>(b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.</p> |
| Directors and Managing Director may contract with Company  | <p><b>158.</b></p> <p>Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.</p>      |
|  | <b>159.</b>   |





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| Disqualification of the Director | <p>A person shall not be capable of being appointed as a Director of the Company if: -</p> <ul style="list-style-type: none"> <li>(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;</li> <li>(b) he is an undischarged insolvent;</li> <li>(c) he has applied to be adjudged an insolvent and his application is pending;</li> <li>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;</li> <li>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or</li> <li>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.</li> </ul>   |
| Vacation of office by Directors  | <p><b>160.</b></p> <p>The office of Director shall become vacant if: -</p> <ul style="list-style-type: none"> <li>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or</li> <li>(b) he applies to be adjudged an insolvent; or</li> <li>(c) he is adjudged an insolvent; or</li> <li>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or</li> <li>(e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or</li> <li>(f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or</li> <li>(g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or</li> <li>(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or</li> <li>(i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or</li> <li>(j) if by notice in writing to the Company, he resigns his office, or</li> <li>(k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.</li> </ul> |





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| Vacation of office by Directors (contd.) | <p><b>161.</b></p> <p>Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect:</p> <ul style="list-style-type: none"> <li>(a) for thirty days from the date of the adjudication, sentence or order;</li> <li>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or</li> <li>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.</li> </ul>   |
| Removal of Directors                     | <p><b>162.</b></p> <ul style="list-style-type: none"> <li>(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.</li> <li>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.</li> <li>(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting.</li> <li>(d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so: <ul style="list-style-type: none"> <li>(i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and</li> <li>(ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting:</li> </ul> <p><b>Provided</b> that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.</p> </li> <li>(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled</li> </ul> |



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|  | <p>by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly</p> <p>Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.</p> <p>(g) Nothing contained in this Article shall be taken: -</p> <p>(i) as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or</p> <p>(ii) as derogating from any power to remove a Director which may exist apart from this Article.</p>   |
| Interested Directors not to participate or vote in Board's proceedings | <p><b>163.</b></p> <p>No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.</p> <p>Provided however, that nothing herein contained shall apply to: -</p> <p>(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;</p> <p>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;</p> <p>(i) in his being:</p> <p>(a) a director of such company; and</p> <p>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or</p> <p>(ii) in his being a member holding not more than two percent of its paid-up share capital.</p> |
| Director may be director of  | <p><b>164.</b></p> <p>A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of</p>   |



| Title of Article                  | Article Number and contents  |
|-----------------------------------|--|
| companies promoted by the Company | such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable. |

## ROTATION AND APPOINTMENT OF DIRECTORS

| Title of Article                                | Article Number and contents   |
|---|---|
| Rotation of Directors                           | <p><b>165.</b></p> <p>Not less than two third of the total number of Directors shall:</p> <p>(a) Be persons whose period of the office is liable to termination by retirement by rotation and</p> <p>(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.</p>   |
| Retirement of Directors                         | <p><b>166.</b></p> <p>Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.</p>   |
| Retiring Directors                              | <p><b>167.</b></p> <p>Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles, a "Retiring Director" means a Director retiring by rotation.</p>  |
| Appointment of Technical or Executive Directors | <p><b>168.</b></p> <p>(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p> |



| Title of Article  | Article Number and contents   |
|---|---|
| Ascertainment of Directors retiring by rotation and filling of vacancies      | <b>169.</b><br>Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.  |
| Eligibility for re-election   | <b>170.</b><br>A retiring Director shall be eligible for re-election and shall act as a Director through out and till the conclusion of the Meeting at which he retires.  |
| Company to fill vacancies   | <b>171.</b><br>At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.  |
| Provision in default of appointment   | <b>172.</b><br>(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.<br>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:<br>(i) at that Meeting or the previous Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost.<br>(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.<br>(iii) he is not qualified or is disqualified for appointment.<br>(iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or<br>(v) section 162 of the Companies Act, 2013 is applicable to the case |
| Company may increase or reduce the number of Directors or remove any Director | <b>173.</b><br>Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.   |
| Appointment of  | <b>174.</b><br>(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single  |



| Title of Article  | Article Number and contents   |
|---|---|
| Directors to be voted individually                                    | <p>resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.</p> <p>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.</p> <p>(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.</p>  |
| Notice of candidature for office of Directors except in certain cases | <p><b>175.</b></p> <p>(1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.</p> <p>(3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.</p> <p>(4) A person other than:</p> <p>(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or</p> <p>(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office</p> <p>shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.</p> |
| Disclosure by   | <p><b>176.</b></p> <p>Every Director and every person deemed to be Director of the Company by virtue of</p>   |



| Title of Article  | Article Number and contents  |
|---|--|
| Directors of their holdings of their Shares and debentures of the Company | Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.  |
| Votes of Body Corporate   | <p><b>177.</b></p> <p>A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.</p> |

## MANAGING DIRECTOR

| Title of Article                    | Article Number and contents   |
|-------------------------------------|---|
| Powers to appoint Managing Director | <p><b>178.</b></p> <p>Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>(a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.</p> <p>(b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.</p> |
| Remuneration of Managing Director   | <p><b>179.</b></p> <p>Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.</p>  |



| Title of Article                      | Article Number and contents  |
|---------------------------------------|--|
| Special position of Managing Director | <p><b>180.</b></p> <p>Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, <i>ipso facto</i> and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.</p> |
| Powers of Managing Director           | <p><b>181.</b></p> <p>The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.</p>               |
|                                       | <p><b>182.</b></p> <p>The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p>  |
|                                       | <p><b>183.</b></p> <p>Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.</p>  |
|                                       | <p><b>184.</b></p> <p>The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p>   |
|                                       | <p><b>185.</b></p> <p>Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the</p>   |



| Title of Article                  | Article Number and contents  |
|-----------------------------------|--|
|                                   | Act) as may from time to time be agreed between him and the Directors of the Company.  |
| Appointment and powers of Manager | <p><b>186.</b></p> <p>The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.</p> |

### WHOLE TIME DIRECTOR

| Title of Article   | Article Number and contents   |
|--|---|
| Power to appoint Whole-Time Director and/or Whole-time Directors | <p><b>187.</b></p> <p>Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.</p> |
| To what provisions Whole time Directors shall subject            | <p><b>188.</b></p> <p>Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall <i>ipso facto</i> and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.</p>  |





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| <p>Seniority of Whole Time Director and Managing Director</p> | <p><b>189.</b></p> <p>If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.</p> |
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## PROCEEDINGS OF THE BOARD OF DIRECTORS

| Title of Article   | Article Number and contents   |
|--|---|
| <p>Meeting of Directors</p>                                | <p><b>190.</b></p> <p>The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.</p>   |
| <p>Quorum</p>  | <p><b>191.</b></p> <p>(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.</p> <p>PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.</p> <p>(b) For the purpose of clause (a)</p> <p>(i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and</p> <p>(ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.</p> |
| <p>Procedure when Meeting adjourned for want of quorum</p> | <p><b>192.</b></p> <p>If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.</p>  |



| Title of Article                            | Article Number and contents  |
|---|--|
| Chairman of Meeting                         | <b>193.</b><br><p>The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.</p>   |
| Question at Board meeting how decided       | <b>194.</b><br><p>Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.</p>   |
| Powers of Board meeting                     | <b>195.</b><br><p>A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.</p>   |
| Directors may appoint Committee             | <b>196.</b><br><p>The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.</p> |
| Meeting of the Committee how to be governed | <b>197.</b><br><p>The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.</p>   |
| Circular resolution                         | <b>198.</b><br><p>(a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.</p> <p>(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed</p>  |



| Title of Article   | Article Number and contents  |
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|  | for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.  |
| Acts of Board or Committee valid notwithstanding defect in appointment | <p><b>199.</b></p> <p>All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.</p> |

## POWERS OF THE BOARD

| Title of Article  | Article Number and contents   |
|---|---|
| General powers of management vested in the Board of Directors | <p><b>200.</b></p> <p>The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p> <p>Provided that the Board shall not, except with the consent of the Company in General Meeting:-</p> <ol style="list-style-type: none"> <li>sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;</li> <li>remit, or give time for the repayment of, any debt due by a Director,</li> <li>invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;</li> <li>borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves</li> </ol> |



| Title of Article  | Article Number and contents  |
|---|--|
|   | <p>not set apart for any specific purpose;</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body;</p> <p>(i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e)</p> <p>(ii) Provided further that the expression “temporary loans” in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as shortterm cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.</p>   |
| <p>Certain powers to be exercised by the Board only at Meetings</p> | <p><b>201.</b></p> <p>(1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;</p> <p>(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,</p> <p>(b) the power to issue Debentures,</p> <p>(c) the power to borrow moneys otherwise than on Debentures,</p> <p>(d) the power to invest the funds of the Company, and</p> <p>(e) the power to make loans</p> <p>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub-clause (c),(d) and (e) to the extent specified below.</p> <p>(2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.</p> <p>(3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.</p> <p>(4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.</p> |



| Title of Article                   | Article Number and contents   |
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| <p>Certain powers of the Board</p> | <p><b>202.</b></p> <p>Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:</p> <ol style="list-style-type: none"> <li>(1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</li> <li>(2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.</li> <li>(3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</li> <li>(4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</li> <li>(5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.</li> <li>(6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.</li> <li>(7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.</li> <li>(8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon.</li> <li>(9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.</li> <li>(10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.</li> <li>(11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the</li> </ol> |



| Title of Article | Article Number and contents   |
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|                  | <p>Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.</p> <p>(12) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.</p> <p>(13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.</p> <p>(14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company.</p> <p>(15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p> <p>(16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the</p> |





| Title of Article | Article Number and contents  |
|------------------|--|
|                  | <p>depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.</p> <p>(17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.</p> <p>(18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.</p> <p>(19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments.</p> <p>(20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.</p> <p>(21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.</p> <p>(22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary</p> |



| Title of Article | Article Number and contents   |
|------------------|---|
|                  | <p>all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>(23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.</p> <p>(24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.</p> <p>(25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p> <p>(26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</p> <p>(27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(31) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> |





| Title of Article | Article Number and contents  |
|------------------|--|
|                  | (34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with. |

## MANAGEMENT

| Title of Article  | Article Number and contents  |
|---|--|
| Appointment of different categories of Key managerial personnel | <b>203.</b><br>The Company shall have the following whole-time key managerial personnel,—<br>(i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;<br>(ii) company secretary; and<br>(iii) Chief Financial Officer |
| Same person may be Chairperson of the Board and MD/CEO          | <b>203A.</b><br>The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.  |

## MINUTES

| Title of Article   | Article Number and contents  |
|--------------------|--|
| Minutes to be made | <b>204.</b><br>(1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.<br>(2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed:<br>(a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.<br>(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose. |
|                    | <b>205.</b><br>(a) The minutes of proceedings of every General Meeting and of the proceedings of   |



| Title of Article                               | Article Number and contents   |
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| Minutes to be evidence of the proceeds         | every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.   |
| Books of minutes of General Meeting to be kept | (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.  |
| Presumptions                                   | <b>206.</b><br>Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid. |

## THE SECRETARY

| Title of Article              | Article Number and contents  |
|-------------------------------|--|
| Secretary                     | <b>207.</b><br>The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called “the Secretary”) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder. |
| The Seal, its custody and use | <b>208.</b><br>(a) The Board shall provide for the safe custody of the seal.<br><br>(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.   |

## DIVIDENDS AND CAPITALISATION OF RESERVES

| Title of Article | Article Number and contents   |
|------------------|---|
|                  | <b>209.</b><br><br>(a) Subject to the rights of persons, if any, entitled to Shares with special rights as to |



| Title of Article   | Article Number and contents   |
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| Division of profits  | <p>dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but if and so long as nothing is paid-upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares;</p> <p>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.</p>  |
| The Company at General Meeting may declare dividend                          | <p><b>210.</b></p> <p>The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.</p>   |
| Dividends out of profits only  | <p><b>211.</b></p> <p>No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.</p>   |
| Interim Dividend   | <p><b>212.</b></p> <p>The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.</p>  |
| Debts may be deducted  | <p><b>213.</b></p> <p>(a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> <p>(b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.</p> |
| Capital paid-up in advance to carry interest, not the right to earn dividend | <p><b>214.</b></p> <p>Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.</p>   |
| Dividends in proportion to   | <p><b>215.</b></p> <p>All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall</p>   |



| Title of Article   | Article Number and contents  |
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| amounts paid-up  | rank for dividends as from a particular date such Share shall rank for dividend accordingly.   |
| No Member to receive dividend while indebted to the Company and the Company's right in respect thereof | <p><b>216.</b></p> <p>No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.</p>  |
| Effect of transfer of Shares   | <p><b>217.</b></p> <p>A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.</p>  |
| Dividend to joint holders  | <p><b>218.</b></p> <p>Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.</p>  |
| Dividend how remitted  | <p><b>219.</b></p> <p>The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.</p> |
| Notice of dividend   | <p><b>220.</b></p> <p>Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.</p>  |
| Reserves   | <p><b>221.</b></p> <p>The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.</p>   |
|  | <p><b>222.</b></p>   |



| Title of Article                                 | Article Number and contents  |
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| Dividend to be paid within time required by law. | <p>The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless: -</p> <ul style="list-style-type: none"> <li>(a) where the dividend could not be paid by reason of the operation on any law; or</li> <li>(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or</li> <li>(c) where there is dispute regarding the right to receive the dividend; or</li> <li>(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or</li> <li>(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.</li> </ul>   |
| Unpaid or unclaimed dividend                     | <p><b>223.</b></p> <ul style="list-style-type: none"> <li>(a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “Total Transport Systems Limited(year) Unpaid Dividend Account”.</li> <li>(b) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013.</li> <li>(c) No unclaimed or unpaid dividend shall be forfeited by the Board.</li> </ul> |
| Set-off of calls against dividends               | <p><b>224.</b></p> <p>Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.</p>  |
| Dividends in cash                                | <p><b>225.</b></p> <p>No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid-up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.</p>   |
| Capitalisation                                   | <p><b>226.</b></p> <ul style="list-style-type: none"> <li>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: <ul style="list-style-type: none"> <li>(a) That is desirable to capitalise any part of the amount for the time being</li> </ul> </li> </ul>   |



| Title of Article        | Article Number and contents   |
|-------------------------|---|
|                         | <p>standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and</p> <p>(b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.</p> <p>(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;</p> <p>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid-up, to and amongst Members in the proportion aforesaid, or</p> <p>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>(3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.</p>   |
| Board to give effect    | <p><b>227.</b></p> <p>The Board shall give effect to the resolution passed by the Company in pursuance of above Article.</p>  |
| Fractional certificates | <p><b>228.</b></p> <p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and</p> <p>(b) Generally, 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 cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such Members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any</p> |



| Title of Article | Article Number and contents   |
|------------------|---|
|                  | issue including distribution of new Shares and fractional certificates as they think fit. |

## ACCOUNTS

| Title of Article  | Article Number and Contents  |
|---|--|
| Books to be kept  | <p><b>229.</b></p> <p>(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:</p> <ul style="list-style-type: none"> <li>(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place</li> <li>(b) all sales and purchases of goods by the Company</li> <li>(c) the assets and liabilities of the Company and</li> <li>(d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government</li> </ul> <p>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.</p> <p>(2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.</p> |
| Inspection by Members                                     | <p><b>230.</b></p> <p>No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.</p>  |
| Statements of accounts to be furnished to General Meeting | <p><b>231.</b></p> <p>The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.</p>  |
| Right of Members or others to copies                      | <p><b>232.</b></p> <p>(1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013.</p>  |



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| of balance sheet and Auditors' report and statement under Section 136 | <p>(2) The copies of every balance sheet including the Profit &amp; Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting.</p> <p>(3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.</p>  |
| Accounts to be audited  | <p><b>233.</b></p> <p>Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.</p>  |
| Appointment of Auditors   | <p><b>234.</b></p> <p>(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013.</p> <p>(2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.</p> <p>(3) The company or shall not appoint or re-appoint—</p> <p>(a) an individual as auditor for more than one term of five consecutive years; and</p> <p>(b) an audit firm as auditor for more than two terms of five consecutive years:</p> <p>Provided that—</p> <p>(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;</p> <p>(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term:</p> <p>(4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—</p> <p>(a) he is not disqualified for re-appointment;</p> <p>(b) he has not given the company a notice in writing of his unwillingness to be re-</p> |





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|  | <p>appointed; and</p> <p>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p> <p>(6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.</p> <p>(7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).</p> |
| Accounts when audited and approved to be conclusive except as to errors discovered within 3 months | <p><b>235.</b></p> <p>Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.</p>  |

## DOCUMENTS AND NOTICES

| Title of Article   | Article Number and Contents   |
|--|---|
| To whom documents must be served or given                                    | <p><b>236.</b></p> <p>Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company</p>   |
| Members bound by documents or notices served on or given to previous holders | <p><b>237.</b></p> <p>Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.</p> |
| Service of documents on the Company  | <p><b>238.</b></p> <p>A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.</p>   |



|   |   |
|---|---|
| Authentication of documents and proceedings | <p><b>239.</b></p> <p>Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.</p> |
|---|---|

## REGISTERS AND DOCUMENTS

| Title of Article  | Article Number and Contents  |
|---|--|
| Registers and documents to be maintained by the Company | <p><b>240.</b></p> <p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <ul style="list-style-type: none"> <li>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013</li> <li>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.</li> <li>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013.</li> <li>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013.</li> <li>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.</li> <li>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.</li> <li>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013.</li> <li>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.</li> <li>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.</li> </ul> |
| Inspection of Registers                                 | <p><b>241.</b></p> <p>The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.</p>   |



## WINDING UP

| Title of Article                      | Article Number and Contents   |
|---------------------------------------|---|
| Distribution of assets                | <p><b>242.</b></p> <p>If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid-up or which ought to have been paid-up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.</p>   |
| Distribution in specie or kind        | <p><b>243.</b></p> <p>(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.</p> |
| Right of shareholders in case of sale | <p><b>244.</b></p> <p>A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.</p>  |
| Directors and                         | <p><b>245.</b></p> <p>Every Director or officer, or servant of the Company or any person (whether an officer</p>  |



| Title of Article                                     | Article Number and Contents  |
|--|--|
| others right to indemnity                            | of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.               |
| Director, officer not responsible for acts of others | <p><b>246.</b></p> <p>Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.</p> |

#### SECRECY CLAUSE

| Title of Article | Article Number and Contents  |
|------------------|--|
| Secrecy Clause   | <p><b>247.</b></p> <p>Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any</p> |



| Title of Article  | Article Number and Contents   |
|---|---|
|   | of the provisions in these presents contained.  |
| No Member to enter the premises of the Company without permission | <b>248.</b><br>No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose. |

## GENERAL

| Title of Article | Article Number and Contents   |
|------------------|---|
| General Power    | <b>249.</b><br>Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. |



## SECTION 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 Draft 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 this Draft 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 701-705, T-Square Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai- 400072, Maharashtra, India, from the date of filing this Draft Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### MATERIAL CONTRACTS

1. Mandate letter March 30, 2017 issue by our Company to the Lead manager.
2. Issue Agreement dated April 25, 2017 between our Company and the Lead Manager.
3. Agreement dated April 25, 2017 between our Company and the Registrar to the Issue.
4. Public Issue Account Agreement dated [●] among our Company, the Lead Manager, the Public Issue Banks/ Bankers to Issue and the Registrar to the Issue.
5. Underwriting agreement dated April 25, 2017 between our Company and Lead Manager.
6. Market Making Agreement dated April 25, 2017 between our Company, the Lead Manager and the Market Maker.
7. Tripartite agreement April 20, 2017, among NSDL, our Company and the Registrar to the Issue.
8. Tripartite agreement dated April 11, 2017, among CDSL, our Company and the Registrar to the Issue.

#### MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated March 22, 2017 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra-Ordinary General Meeting dated March 23, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated April 28, 2017, issued by Statutory Auditor, M/s. A S N A J & Co. Chartered Accountants.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants, on the Restated Standalone Financial Statements for the Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company and on the Restated Consolidated Financial Statements for the Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.
6. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Bankers to our Company, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Legal Advisor, Bankers to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.
8. Due Diligence Certificate dated June 15, 2017 the Lead Manager.
9. Copy of Managing Director Agreement with Mr. Makarand Pradhan Prabhakar and our Company dated March 24, 2017 for his appointment.



10. Copy of the Special Resolution dated March 23, 2017 for the detailed terms of appointment of Mr. Makarand Pradhan Prabhakar, Managing Director of the Company.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

### Signed by the Directors of our Company

| Name                          | DIN      | Designation                                 | Signature |
|-------------------------------|----------|---|-----------|
| Makarand Pradhan<br>Prabhakar | 00102413 | Managing Director                           | Sd/-      |
| Sanjiv Arvind Potnis          | 00102090 | Executive Director                          | Sd/-      |
| Shrikant Damodar<br>Nibandhe  | 01029115 | Executive Director                          | Sd/-      |
| Leena Prashant Salvi          | 07784529 | Non-Executive Director                      | Sd/-      |
| Abhishek Ramesh<br>Talwar     | 01059150 | Independent & Non-<br>Executive<br>Director | Sd/-      |
| Sunil Gajanan<br>Kshirsagar   | 07781787 | Independent & Non-<br>Executive Director    | Sd/-      |

### Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Sd/-  
**Bhavik S Trivedi**  
Company Secretary & Compliance Officer

Sd/-  
**Shrikant Damodar Nibandhe**  
Chief Financial Officer

**Date:** June 15, 2017

**Place:** Mumbai





## Annexure A

### DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SARTHI CAPITAL ADVISORS PRIVATE LIMITED

**TABLE 1**

| 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]- 30 <sup>th</sup> calendar day from listing | +/- % change in closing price, [+/- % change in closing Benchmark]- 90 <sup>th</sup> calendar day from listing | +/- % change in closing price, [+/- % change in closing Benchmark]- 180 <sup>th</sup> calendar day from listing |
|---------|---------------------------------------|-----------------|-------------------|--------------------|-------------------------------|--|--|---|
| 1.      | Bothra Metals & Alloys Limited        | 12.21           | 25.00             | March 25, 2013     | 25.50                         | 11.00[3.88]  | 7.40[-0.75]  | 30.00[6.23]   |
| 2.      | Tiger Logistics (India) Limited       | 7.52            | 66.00             | September 12, 2013 | 69.20                         | -13.17[4.17]   | -7.38[7.02]  | -8.10[10.34]  |
| 3.      | R J Bio-Tech Limited                  | 5.00            | 20.00             | September 25, 2013 | 21.00                         | 92.97 [4.17]   | 63.49 [5.92]   | 36.05 [11.08]   |
| 4.      | RCI Industries & Technologies Limited | 11.52           | 40.00             | January 21, 2014   | 41.00                         | -8.02 [-3.36]  | 6.31 [7.12]  | -2.76 [21.01]   |
| 5.      | B.C. Power Controls Limited           | 10.36           | 18.00             | March 14, 2014     | 17.15                         | 1.10 [3.10]  | 1.10 [17.27]   | 2.21 [24.06]  |
| 6.      | Starlit Power Systems Limited         | 2.95            | 18.00             | October 22, 2014   | 18.10                         | -3.96 [5.78]   | -17.68 [7.46]  | -33.51[4.10]  |
| 7.      | JLA Infraville Shoppers Limited       | 2.00            | 10.00             | November 12, 2014  | 11.05                         | 5.17 [-2.35]   | 68.97 [1.24]   | 72.84 [-1.79]   |
| 8.      | AkmeStarhousing Finance Limited       | 4.80            | 30.00             | March 20, 2015     | 32.00                         | -3.94 [-1.33]  | 6.14 [-4.05]   | 11.81 [-8.10]   |



|     |   |       |        |                    |        |                |                |                |
|-----|---|-------|--------|--------------------|--------|----------------|----------------|----------------|
| 9.  | MahabirMetallex Limited                 | 3.90  | 10.00  | March 27, 2015     | 10.30  | 22.77 [-1.03]  | 21.78 [1.59]   | 2.97 [-5.96]   |
| 10. | Pecos Hotels And Pubs Limited           | 2.29  | 50.00  | August 11, 2015    | 56.00  | -4.69 [-8.05]  | -6.10 [-6.26]  | 7.14 [-12.84]  |
| 11. | Shaival Reality Limited                 | 5.28  | 100.00 | October 01, 2015   | 100.50 | -0.50 [6.06]   | 2.49 [4.02]    | 2.49[0.08]     |
| 12. | Ahimsa Industries Limited               | 3.79  | 25.00  | October 15, 2015   | 26.00  | -3.08 [-4.56]  | -3.85[-7.54]   | -3.85[-5.75]   |
| 13. | Fourth Dimension Solutions Limited      | 8.68  | 30.00  | January 22, 2016   | 31.80  | 107.78 [-2.53] | 94.44 [6.60]   | 108.33 [15.40] |
| 14. | Hi-Tech Pipes Limited                   | 13.65 | 50.00  | February 25, 2016  | 60.00  | 2.55 [9.25]    | 65.11 [13.83]  | 100.85 [23.84] |
| 15. | Wealth First Portfolio Managers Limited | 8.40  | 50.00  | March 30, 2016     | 52.00  | -4.85 [1.48]   | -4.76 [5.08]   | -8.74 [12.77]  |
| 16. | HEC Infra Projects Limited              | 5.39  | 100.00 | March 30, 2016     | 102.00 | 3.17 [1.48]    | 15.93 [5.08]   | 3.17 [12.77]   |
| 17. | Crown Lifters Limited                   | 6.68  | 121.00 | September 27, 2016 | 122.80 | 0.92 [-1.05]   | -12.84 [-9.17] | -30.73 [3.89]  |
| 18. | Husys Consulting Limited                | 4.19  | 69.00  | September 27, 2016 | 72.90  | 1.82 [-1.05]   | -42.08 [-9.17] | -26.57 [3.89]  |
| 19. | AVSL Industries Limited                 | 5.18  | 36.00  | October 06, 2016   | 38.00  | -25.83 [-2.44] | -21.67 [-5.96] | -6.94 [6.38]   |
| 20. | Jet Knitwears Limited                   | 4.22  | 39.00  | October 07, 2016   | 46.80  | 102.99 [-2.31] | 70.94 [-4.87]  | 45.51 [6.53]   |
| 21. | Jet Freight Logistics Limited           | 4.07  | 28.00  | December 06, 2016  | 33.60  | 61.16 [1.60]   | 116.07 [10.07] | 101.34 [18.81] |
| 22. | Libas Designs Limited                   | 13.60 | 68.00  | January 09, 2017   | 78.25  | -3.36 [6.47]   | -8.26 [11.48]  | -              |
| 23. | Focus Lighting and Fixtures Limited*    | 4.05  | 45.00  | April 13, 2017     | 54.00  | 143.52 [3.22]  | -              | -              |



|     |                                      |       |       |                |       |              |   |   |
|-----|--------------------------------------|-------|-------|----------------|-------|--------------|---|---|
| 24. | M K Proteins Limited*                | 10.23 | 70.00 | April 18, 2017 | 72.00 | -0.14 [3.56] | - | - |
| 25. | Infobeans Technologies Limited*      | 36.78 | 58    | May 02, 2017   | 69.60 | -2.30 [3.25] | - | - |
| 26. | Jalan Transolutions (India) Limited* | 17.71 | 46    | May 31, 2017   | 42.25 | -            | - | - |
| 27. | Shri Ram SwitchGears Limited*        | 5.07  | 19    | June 7, 2017   | 22.80 | -            | - | - |

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) / [www.nseindia.com](http://www.nseindia.com)

Note: -

1. The BSE Sensex/ Nifty is considered as the Benchmark Index
2. Price on BSE/ NSE is 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 (trading holiday), 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> day there is no trade then the closing price of the next day when trading has taken place has been considered



**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

| Financial year | Total no. of IPOs | Total funds raised (Rs. in Crore) | No. of IPOs trading at discount – 30 <sup>th</sup> calendar days from listing |                |               | No. of IPOs trading at premium – 30 <sup>th</sup> calendar days from listing |                |               | No. of IPOs trading at discount – 180 <sup>th</sup> calendar day from listing |                |               | No. of IPOs trading at premium – 180 <sup>th</sup> calendar day from listing |                |               |
|----------------|-------------------|-----------------------------------|---|----------------|---------------|--|----------------|---------------|---|----------------|---------------|--|----------------|---------------|
|                |                   |                                   | 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% |
| 12-13          | 1                 | 12.21                             | -   | -              | -             | -  | -              | 1             | -   | -              | -             | -  | 1              | -             |
| 13-14          | 4                 | 34.39                             | -   |                | 2             | 1  |                | 1             | -   | -              | 2             | -  | 1              | 1             |
| 14-15          | 4                 | 13.65                             | -   | -              | 2             | -  | -              | 2             | -   | 1              | -             | 1  | -              | 2             |
| 15-16          | 7                 | 47.48                             | -   | -              | 4             | 1  | -              | 2             | -   | -              | 2             | 2  | -              | 3             |
| 16-17          | 6*                | 37.94                             | -   | 1              | 1             | 2  | -              | 2             | -   | 2              | 1             | 1  | 1              | -             |
| 17-18          | 5*                | 73.84                             | -   | -              | 2             | 1  | -              | -             | -   | -              | -             | -  | -              | -             |

\* Following points to be noted:

- The fields left blank in Table 1 indicates that the shares of respective companies have not reached the consequent milestones.