



**DRAFT PROSPECTUS**  
Dated: February 14, 2019  
Please read Section 26 & 32 of the  
Companies Act, 2013  
**100 % Fixed Price Issue**

## OSIA HYPER RETAIL LIMITED

Corporate Identity Number: U52190GJ2013PLC077269

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. For further details, please refer to the chapter titled ‘*History and Corporate Structure*’ beginning on page no. 118 of this Draft Prospectus.

**Registered Office:** Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat India.

**Contact Person:** Ms. Keerthi Laxman Lachhwani (Company Secretary & Compliance officer) **Tel No:** +91-8460604015,

**E-mail:** cs2013.ohrl@gmail.com,

**Website:** http:// www.osiahypermart.com

**Promoter of our Company:** Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra

### THE ISSUE

**PUBLIC ISSUE OF 15,78,400 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF OSIA HYPER RETAIL LIMITED (“OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO [●] LAKHS (“THE ISSUE”), OF WHICH 79,200 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 14,92,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [●] PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.52 % AND 25.18 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 203 OF THIS DRAFT PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE IS RS. [●]. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”), AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “ISSUE PROCEDURE” BEGINNING ON PAGE 213 OF THIS DRAFT PROSPECTUS.**

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential Investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For further details, please refer to section titled “Issue Procedure” beginning on page no. 213 of this Draft Prospectus.

**The Copy of the Final Prospectus would be Delivered For Registration to the Registrar Of Companies as Required Under Section 26 of the Companies Act, 2013**

### ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled “Issue Procedure” beginning on page 213 of this Draft Prospectus.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the 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 of the Company is `10.00 per equity share and the Issue Price is [●] times of the face value. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager as stated under the paragraph ‘*Basis for Issue Price*’ on page 83 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

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the “Risk Factors” carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of 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*’ beginning on page 19 of this Draft Prospectus.**

### ISSUER’S ABSOLUTE RESPONSIBILITY

The Company having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and this 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 SME Platform of National Stock Exchange of India Limited (“NSE” i.e. “NSE EMERGE PLATFORM”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended, we are required to obtain an in-principle listing approval for the shares being offered in this issue. Accordingly, our Company has received an in-principle approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the NSE.

### LEAD MANAGER TO THE ISSUE



**MONARCH NETWORK CAPITAL LIMITED,**  
**Address** - Monarch House, Opp., Ishwar Bhuvan, Commerce Six Road, Navrangpura, Ahmedabad - 380009. **Tel. No.** - 079 - 6600 0588/ 2666 6754  
**Website:** <https://www.mnclgroup.com/> **Email:** [jenny.bagrecha@mnclgroup.com](mailto:jenny.bagrecha@mnclgroup.com)  
**Investor Grievance Email:** [mbd@mnclgroup.com](mailto:mbd@mnclgroup.com)  
**Contact Person:** Ms. Jenny Bagrecha **SEBI Regn. No.** MB/ INM000011013

### REGISTRAR TO THE ISSUE



**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**  
**Address** - 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai - 400072, India. **Tel. No.** - 022- 28511022/ 62215779  
**Website:** [www.skylinerta.com](http://www.skylinerta.com) **Email:** [Mumbai@skylinerta.com](mailto:Mumbai@skylinerta.com)  
**Investor Grievance Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)  
**Contact Person:** Mr. Subhash Dhingreja **SEBI Regn. No.** INE000003241

### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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## SECTION 1 – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

#### Conventional/ General Terms

Terms	Description
“OHRL”, “the Company”, “our Company” and Osia Hyper Retail Limited	Osia Hyper Retail Limited, a company incorporated in India under the provisions of Companies Act, 1956 having its Registered office at Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad – 380005, Gujarat, India
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013 and Companies Act, 1956 to the extent applicable.
Depositories Act	The Depositories Act, 1996 and amendments thereto.
Depository / Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time, in this case being Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL)
ROC / Registrar of Companies	The Registrar of Companies, Ahmedabad, Gujarat.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992 and amendments thereto
SEBI Regulations/ SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11 <sup>th</sup> 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (LODR) Regulations, 2015	SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations / Takeover Code/ Takeover Regulations/ SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 and subsequent amendments thereto.
US Securities Act	United States Securities Act of 1933, as amended.

#### Company Related Terms

TERMS	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of Osia Hyper Retail Limited, as amended from time to time.
Auditors/ Statutory Auditors/ Statutory Auditors of the Company	The Statutory & Tax Auditor of our Company, being M/s. Chopra Shah & Associates.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.

TERMS	DESCRIPTION
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company in this case being, Ms. Keerti Laxman Lachhwani.
Director(s)	Director(s) of our Company unless otherwise specified
Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option Plan
FV	Face Value of paid-up Equity Capital per Equity Share, in this case Rs. 10/-each.
Group Companies	The word “group companies”, wherever they occur, shall include such companies (other than promoter(s) and subsidiary/ subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as considered material by the board of the company as disclosed in “Our Group Companies” on page no. 140 of this Draft Prospectus.
Key Managerial Personnel / KMP	The personnel listed as Key Managerial Personnel in the chapter titled ‘ <b>Key Managerial Personnel</b> ’ beginning on page 133 of this Draft Prospectus
MOA / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
NRIs/Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management(Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s. J Vageriya & Associates, Chartered Accountants, Ahmedabad.
Promoter/ Promoters of our Company	Promoters of our Company, being Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra.
Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in ‘ <b>Our Promoter Group And Group Companies / Entities</b> ’ beginning on page 152 of this Draft Prospectus.
Registered Office	The Registered Office of our Company which is located at Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat.
SME Exchange	Unless the context otherwise requires, refer to the NSE Emerge Platform.
Stock Exchange	Unless the context otherwise requires, refers to, the NSE Emerge Platform of National Stock Exchange of India Limited.

### Issue Related Terms

TERM	DESCRIPTION
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allottee`s	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares 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 Collecting Intermediary	1) an SCBSB, 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

TERM	DESCRIPTION
	mentioned on the website of the stock exchange as eligible for this activity)("broker"), 4) a depository participant ('DP') (and 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')(and whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company. All prospective Applicants shall apply through ASBA process only.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Applicants, to make an Application authorizing an SCSB to block the Application Amount in the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled <b>"General Information"</b> on page 46.
Banker(s) to the Issue/ Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled <b>'Issue Procedure'</b> beginning on page 213 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker.
NSE	National Stock Exchange of India Limited
Controlling Branch	Such branches of the SCSBs which coordinate Applications made under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, Pan, Occupation and Bank Account details.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as amended from time to time.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which amount blocked by the SCSBs is transferred from the ASBA Account specified by the ASBA Applicants to the Public Issue Account or are unblocked as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants.
Designated Stock Exchange/ SE	<b>"SME Platform"</b> of the National Stock Exchange of India Limited (NSE)
Draft Prospectus	This Draft Prospectus dated February 14, 2019 issued in accordance with section 32 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulation, 2018 as amended from time to time.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 15,78,400 Equity Shares of Rs. 10/- each fully paid of OSIA HYPER RETAIL LIMITED ("OHRL" or "the Company" or "the Issuer") for cash at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs. The Net Issue will constitute 26.52% of the post issue paid up capital of the Company.
Issue Agreement	The agreement dated January 30, 2019 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Period	The Issue period shall be [●], being the Issue Opening Date, to [●], being the Issue Closing Date.
Issue Closing Date	[●], The Date on which Issue closes for subscription



TERM	DESCRIPTION
Issue Opening Date	[●], The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●]/-.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue is Rs. [●] Lakhs.
LM / Lead Manager	Lead Manager to the Issue, in this case being <i>Monarch Network Capital Limited</i> , SEBI Registered Category I Merchant Bankers.
Listing Agreement with NSE EMERGE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform.
Market Making Agreement	Market Making Agreement dated January 30, 2019 between our Company, Lead Manager and Market Maker. In this case being <i>Monarch Network Capital Limited</i> .
Market Maker/MM	Monarch Network Capital Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 79,200 Equity Shares of Rs. 10/- each at Rs. [●]/- per Equity Shares aggregating to Rs. [●] Lakhs for Market Maker in the Initial Public Issue of Osia Hyper Retail Limited.
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 14,99,200 Equity Shares of Rs. 10/- each of Osia Hyper Retail Limited at Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs.
Non-Institutional Applicants	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 Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, Direct Credit, RTGS or NEFT, 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, as the context requires.
Prospectus	The Prospectus, filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	Account opened with Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/Bankers to the Issue Agreement	Agreement dated [●] entered into amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Qualified Institutional Buyers / QIBs	A Mutual Fund, Venture Capital Fund Alternative Investment Fund and Foreign Venture Capital investor registered with the SEBI, a foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance Company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army,

TERM	DESCRIPTION
	navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Registrar Agreement	The agreement dated January 10, 2019 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar/ Registrar to the Issue	Registrar to this Issue being Skyline Financial Services Private Limited having an registered office at D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi-110020, India.
Retail Individual Investors	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) and ASBA Applicants who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/SCSB	The banks registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offering services in relation to ASBA, a list of all SCSBs is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a>
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
NSE Emerge	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations 2018.
Underwriters to the Issue	Monarch Networth Capital Limited
Underwriting Agreement	The Agreement dated January 30, 2019 entered into between the Underwriters and our Company.
Working Days	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).

### Technical and Industry Related Terms

Terms	Full Form
CAGR	Compound Annual Growth Rate
CII	Confederation of Indian Industry
EMDE	Emerging Market and Developing Economies
FMCG	Fast Moving Consumer Goods
PE	Private Equity

### Abbreviations

Abbreviation	Full Form
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering

Abbreviation	Full Form
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee State Insurance Corporation
EPFA	Employees Provident Funds and miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“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



Abbreviation	Full Form
	be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FTP	Foreign Trade Policy, 2009
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GOI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
i.e	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
M. A	Master of Arts
MAPIN	Market Participants and Investors Database
MAT	Minimum Alternate Tax
M. B. A	Master of Business Administration
M. Com	Master of Commerce
MD	Managing Director
M. E	Master of Engineering
MH	Maharashtra
mm	Millimetre
Mn	Million
MOA	Memorandum Of Association
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M.P.	Madhya Pradesh
MRP	Maximum Retail Price
MSMEs	Micro, Small and medium Enterprises
M. Tech	Masters of Technology
NA	Not Applicable

Abbreviation	Full Form
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Nifty 50	National Stock Exchange Index
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable

Abbreviation	Full Form
	laws in India.
VAT	Value Added Tax
w.e.f.	With effect from
WTD	Whole time Director
YoY	Year over Year

Notwithstanding the following:-

1. In the section titled '**Main Provisions of the Articles of Association**' beginning on page 264 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled '**Business Overview**' beginning on page 99 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled '**Risk Factors**' beginning on page 19 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled '**Statement of Tax Benefits**' beginning on page 86 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled '**Management's Discussion and Analysis of Financial Conditions and Results of Operations**' beginning on page 170 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section; and
6. In the section titled '**Restated Financial Statement**' beginning on page 144 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section.

## CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION

### *Certain Conventions*

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “OHRL”, unless the context otherwise indicates or implies, refers to Osia Hyper Retail Limited.

All references in this Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

### *Financial Data*

Unless stated otherwise, the financial data which is included in this Draft Prospectus is derived from our audited financial statements for the financial years ending March 31, 2018; 2017 and 2016 and for the eight months period ended 30<sup>th</sup> November 2018 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations 2018 and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled ‘**Financial Statements**’ beginning on page 144 of this Draft Prospectus. Further, in terms of Schedule VI, Clause 11 of the SEBI (ICDR) Regulations, 2018, the company is required to give the financial information for the preceding three financial years from the date of the Draft Prospectus. Osia Hyper Retail Limited was incorporated on October 18, 2013, the financial information for years ending March 31, 2016, March 2017 and March 31, 2018 for the eight months period ended 30<sup>th</sup> November, 2018 has been mentioned in the draft prospectus.

Our Financial Year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the following year, so all references to a particular Financial Year are to the (12) twelve-month period starting on April 01 of a particular year and ending on March 31<sup>st</sup> of immediately succeeding year. In this Draft Prospectus, all figures having more than 0.5 decimal points have been rounded off to 1.00 and discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. 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 the chapters titled ‘**Risk Factors**’, ‘**Business Overview**’ and ‘**Management's Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page 19, 99 and 170 respectively, of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations 2018.

### *Currency and Units of presentation*

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

- ‘Rupees’ or ‘Rs.’ or ‘INR’ or ‘₹’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

All references to the word “Lakh/Lakhs or Lac” means “One Hundred Thousand”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

### ***Industry and Market Data***

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

Further, the extent to which the industry and market data presented in the 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

All statements contained in this Draft Prospectus that are not statements of historical facts constitute ‘forward looking statements’. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward- looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward looking statements can generally be identified by words or phrases such as “will”, “may”, “aim”, “is likely to result”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements.

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

- General economic and business conditions in the markets in which we operates and in the local, regional and national and international economies;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to manage our growth effectively;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India or in countries that our company may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Contingent Liabilities, environmental problems and uninsured losses; and
- The performance of the financial markets in India and globally.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘**Risk Factors**’, ‘**Business Overview**’ and ‘**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page 19, 99 and 170 respectively of this Draft Prospectus.

Forward looking statements reflects views as of the date of this Draft Prospectus and not a guarantee of future performance. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors nor the Lead Managers, nor any of their respective affiliates or associates have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to

fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

## SECTION II – SUMMARY OF DRAFT PROSPECTUS

### Overview of Business

Our Company is in the business of an emerging supermarket chain with a focus on value- retailing. We opened our first store in Ahmedabad, Gujarat in 2014, in the name of “**Osia Hypermart**”. It works on the same economy model as D-Mart, Big Bazaar, Star Bazaar and other various retail showroom chains. The idea was pioneered by entrepreneur Mr. Dharendra Chopra, the Promoter and Managing Director of the company. Our company stores have over thousands of products under a single roof that will cater to every need of a family and making Osia Hypermart public’s favorite shopping destination with a modern ambience and with the feel of a large retail mall. At stores, you will get the best products at the best prices- From apparel to general merchandise like plastics, home furnishing, Handlooms, Handicrafts, utensils, crockery, cutlery, sports & outdoors, home appliances, home & kitchenware, game & consoles, innerwear & lingerie, Baby product & Kids, garments and many more.

### Overview of Industry

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. Total consumption expenditure is expected to reach nearly US\$ 3,600 billion by 2020 from US\$ 1,824 billion in 2017. It accounts for over 10 per cent of the country’s Gross Domestic Product (GDP) and around 8 per cent of the employment. India is the world’s fifth-largest global destination in the retail space.

Retail market in India was projected to grow from US\$ 680 billion in 2017 to US\$ 1.2 trillion in 2018. India’s modern retail is expected to double in size over the next three years. The modern retail market in India is expected to grow from US\$ 13.51 billion in 2016 to US\$ 26.67 billion in 2019.

India’s retail sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in Tier-II and Tier-III cities. Healthy economic growth, changing demographic profile, increasing disposable incomes, urbanisation, changing consumer tastes and preferences are the other factors driving growth in the organised retail market in India.

### Name of the Promoters

Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra are the Promoters of our Company.

### Details of the Issue

This is an Initial Public Offer of 15,78,400 Equity Shares of Face Value of Rs. 10/- Each (“Equity Shares”) of Our Company for Cash at a price of Rs. [●] per equity share (including a share premium of Rs. [●] per equity share aggregating to Rs. [●] Lakhs (“the issue”), of which 79,200 equity shares of face value of Rs. 10/- each for a cash price of Rs. [●] per equity share, aggregating to Rs. [●] Lakhs will be reserved for subscription by market maker (“market maker reservation portion”). The issue less the market maker reservation portion i.e. Issue of 14,99,200 equity shares of face value of Rs. 10/- each at an issue price of Rs. [●] per equity share aggregating to Rs. [●] lakhs (is hereinafter referred to as the “net issue”). The Issue and the Net issue will constitute 26.52% and 25.18%, respectively of the post issue paid up equity share capital of our company.

### Object of the Issue

Our Company intend to utilize the proceeds of the Fresh Issue, towards the following object:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the total Issue size
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1.	Purchase of fit outs for stores	[•]	[•]
3.	To meet working capital requirement	[•]	[•]
4.	General Corporate Expenses	[•]	[•]
5.	Issue Expenses	100.00	[•]
	<b>Total</b>	[•]	<b>100.00</b>

#### *Pre-Issue Shareholding of the Promoter and promoter Group*

The aggregate pre-issue shareholding of the Promoters and Promoter Group as a percentage of the paid-up share capital of the Company are as follow:

Sr. No.	Name of the Shareholders	Pre-Issue	
		No. of equity shares	As a % of Issued Equity
<b>A</b>	<b>Promoters</b>		
1	Dhirendra Gautam Chopra	18,75,000	42.86
2	Kavita Dhirendra Chopra	18,70,000	42.75
	<b>Total (A)</b>	<b>37,45,000</b>	<b>85.61</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>		
1	Gautam Jasraj Chopra	1,000	0.02
2	Nirmala Gautam Chopra	1,000	0.02
3	Naitik Gautam Chopra	1,000	0.02
4	Namrata Abhishek Mehta	1,000	0.02
5	Harak Jain	1,000	0.02
	<b>Total (B)</b>	<b>5,000</b>	<b>0.1</b>
<b>C</b>	<b>Total (A+B)</b>	<b>37,50,000</b>	<b>85.71</b>

#### *Summary of Financial Information*

The details as per Restated financial statements for the period ended November 30, 2018 and Financial years ended on March 31, 2018, 2017 and 2016 is as follows:

(Rs. in Lakhs)

Particulars	Novemeber 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016
Share Capital	437.50	375.00	187.50	150.00
Net Worth	2493.81	1119.62	584.29	195.90
Total Revenue	14501.36	14223.28	9532.78	5353.74
Profit after tax	474.19	535.32	88.39	35.30
Earnings per share	12.27	14.28	5.40	2.35
Net Asset Value per equity share	57	29.86	31.16	13.06
Total borrowings	2979.04	2154.64	1934.79	1234.66

#### *Auditor Qualifications*

There is no auditor qualification which has not been given effect to in the Restated Financial Statements.

### **Summary of Outstanding Litigations**

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies refer chapter titled “Outstanding Litigation and Material Developments” and “Risk Factors” on page no. 178 and 19 of this Draft Prospectus.

### **Risk Factors**

The risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

Details in connection with the risk involved in business of the Company and in relation to the Issue, please refer to the section titled “Risk Factors” beginning on page no. 19 of this Draft Prospectus.

### **Summary of Contingent Liabilities**

There are no contingent liability up to November 30, 2018.

For further details regarding the same, refer chapter titled “Auditors Report on Restated Financial Statement” beginning on page no. 144 of this Draft Prospectus.

### **Summary of Related Party Transactions**

Following is the summary of related party transactions of the Company for the period ended on November 30, 2018 and financial years ended on March 31, 2018, 2017 and 2016:

(Amt. in Rs.)

Nature of Transaction	Name of the related party	Nature Of Relation	For the year ended 30 November 2018	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016
Directors Remuneration	Dhirendra G. Chopra	Director	24,00,000	30,00,000	15,00,000	12,00,000
	Kavita D. Chopra	Director	24,00,000	30,00,000	15,00,000	12,00,000
Unsecured Loan Taken	Dhirendra Chopra HUF	HUF Of Director	Nil	6,00,000	Nil	Nil
	Dhirendra G. Chopra	Director	Nil	10,00,000	Nil	Nil
Unsecured Loan Repaid	Dhirendra Chopra HUF	HUF Of Director	Nil	6,00,000	Nil	Nil
	Dhirendra G. Chopra	Director	Nil	10,00,000	Nil	Nil
Purchase Of Goods	My Choice Giftcentre Pvt Ltd	Common Director	Nil	1,68,42,027	Nil	Nil



Rent Expenses	Dhirendra Chopra	Director	30,00,000	Nil	Nil	Nil
	Kavita D. Chopra	Director	30,00,000	Nil	Nil	Nil
Commission Expenses	Nirmala G. Chopra	Relative Of Director	Nil	80,000	Nil	Nil

For Further Details of related party transactions please refer the Annexure-24 under chapter titled “Auditors Report on Restated Financial Statement beginning on page no. 144 of this Draft Prospectus.

#### ***Details of Financing Arrangements***

There are no financing arrangements whereby the Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director 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 the Draft Prospectus.

#### ***Weighted average price at which specified security was acquired by promoter***

Our Promoter has not acquired any shares of the Company during last one (1) year from the date of filing of Draft Prospectus.

#### ***Average Cost of Acquisition of Share***

The following table shows the average cost of acquisition of Equity Shares by Promoters:

<b>Name of Promoter</b>	<b>No. of Equity Shares held</b>	<b>Average cost of acquisition(in Rs.)</b>
Mr. Dhirendra Gautam Chopra	18,75,000	12
Mrs. Kavita Dhirendra Chopra	18,70,000	12

#### ***Equity Shares Issued for Consideration other than Cash***

Our Company has not issued any equity shares for consideration other than cash during the last 1 (one) year form the date of this Draft Prospectus.

#### ***Split/Consolidation of Equity Shares***

Our Company has not made any split or consolidation of Equity Shares during the last one year from the date of this Draft Prospectus.

## SECTION III – RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarized 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 issue including the merits and risks involved. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. 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.*

*This Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Draft Prospectus. These risks are not the only ones that our Company faces. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

*To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Business Overview' and 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page 99 and 170 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Statements' beginning on page 144 of this Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.*

### **Materiality**

*The risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:*

- 1. Some events may not be material individually but may be material when considered collectively.*
- 2. Some events may have an impact which is qualitative though not quantitative*
- 3. Some events may not be material at present but may have a material impact in the future.*

The risk factors are as envisaged by the management along with the proposals to address the risk, if any. Wherever possible, the financial impact of the risk factors has been quantified.

### **INTERNAL RISKS**

#### **Risks relating to our Company and Business**

- 1. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to procure adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.*

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

2. ***If we are unable to continue to offer daily discounted prices pursuant to our pricing strategy, we risk losing our distinct advantage and a substantial portion of our customers which will adversely affect our business, financial condition and results of operations. Further, in case of shortages, our suppliers may increase prices of products beyond our control due to which we may lose our competitive advantage.***

One of our key strengths has been our ability to offer our customers value-retailing and daily discounted prices and consequently greater daily savings. This has been possible in part due to our strong supplier and vendor relationships and our pricing strategies. There have been instances, however, when we have faced supply and pricing challenges. While we try to reduce our margins in such instances, there are commercial limitations to this approach and we may not always be able to offer our products at price points which represent value for money, a key attraction for a majority of our target customer base.

Several of our competitors including e-tailers offer promotional prices on select products at a given time period or around festivals, holidays or weekends. We have not followed this model in the past and do not intend to follow it in the future. While we have managed to grow our customer base in the past, there can be no assurance that our target customer base will not develop a preference for the promotion model and be attracted to promotional deals offered by our competitors.

Moreover, our competitors may have a significant pricing or locational advantage in specific markets owing to various factors including differing scales of operations and the sizes of their distribution centres. They may also have diversified their presence in more geographical areas and may therefore be in a better position to consolidate their market share.

Our ability to maintain and enhance our competitiveness through our pricing strategy will have a direct effect on our business, financial condition and results of operations. There can be no assurance that shortages and price hikes will not take place in the future. If we are unable to maintain our pricing competitiveness and are not able to effectively respond to competition from existing retailers and prospective entrants and consequent pricing pressures, it will adversely affect our business, financial condition and results of operations.

3. ***If we are unable to purchase real estate or enter into long-term leasehold arrangements or enter into rental agreements at locations suitable for new stores, distribution centres or packing centres for our expansion at terms commercially beneficial to us, it may adversely affect our expansion and growth plans.***

As we expand our store network, we will be exposed to various challenges, including those relating to identification of potential markets and suitable locations for our new stores, obtaining land or leases for such stores, competition, different cultures and customer preferences, regulatory regimes, business practices and customs.

As a new store location should satisfy various parameters to make an attractive commercial proposition, finalisation of location and property acquisition for our new stores is an evolving process which may not progress at the same pace as in the past or at the expected pace. Further, the ownership model requires greater capital for opening of each store due to which we may not be able to expand at our historical rates. We may be required to obtain loans to finance such expansion and there can be no assurance that such loans will be available to us on commercially acceptable terms, or at all.

If we are unable to identify and obtain suitable locations for our expansion on terms commercially beneficial to us, it may adversely affect our expansion and growth plans.

**4. *Our inability to maintain an optimal level of inventory in our stores may impact our operations adversely.***

We estimate our sales based on the forecast, demand and requirements for the forthcoming season. In general, the orders are placed a few months before the actual delivery of products in the stores. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products at our stores. We currently function on a low inventory level model. We typically maintain inventory levels that are sufficient for a few days of operation.

Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts, or natural conditions such as crop disease, pests or soil erosion, may adversely impact the supply of fresh products and local transportation. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of products to our distribution centre and stores may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. If operations at such distribution centre are affected for any reason, our supply chain for all our stores will be adversely affected.

To improve our line capability, we try to stock our inventory in our distribution centres due to limitations of space in our stores. Ensuring shelf availability of our products requires prompt turnaround time and a high level of coordination across suppliers, distribution centres or stores and staff.

Although it is difficult to derive the physical inventory of our products at all our stores as the number of products are in millions.

In addition, even if we are able to arrange for sale of all our stock, we cannot ensure that products are not consumed by consumers subsequent to the expiry of the shelf life, which may lead to health hazards. While we display the shelf life in the packing of our products, we may face claims for damages or other litigation in the event our products are sold and consumed subsequent to expiry of their shelf life. Any or all of these factors could adversely affect our reputation, and consequently our business, prospects and financial performance.

Although there are checks to avoid under-stocking and over-stocking, our estimates and forecasts are not always accurate. Due to our pricing strategy, we have very limited flexibility to mark down prices of products which are nearing their expiry date. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation.

**5. *Our ability to attract customers is dependent on the location of our stores and any adverse development impairing the success and viability of our stores could adversely affect our business, financial condition and results of operations.***

Our stores are typically located in densely populated residential areas and neighbourhoods keeping in mind accessibility and potential for future development. Sales are derived, in part, from the volume of footfalls in these locations. Among other things, changes in primary occupancy in a particular area from residential to commercial, competition from nearby retailers and unorganised kirana shops, changing customer demographics, changing lifestyle choices of customers in a particular market and the popularity of other businesses located near our stores.

Given that we own the real estate underlying majority of our stores or have otherwise entered into long-term leases, our success is dependent upon the continued popularity of particular locations. Changes in areas around our store locations that result in reductions in customer footfalls or otherwise render the locations unsuitable could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as long term secured loans were Rs. 820.11 Lakhs as on 30<sup>th</sup> November 2018 and short term secured loans were Rs. 1044.08 Lakhs as on 30<sup>th</sup> November 2018. In the event we may default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations.

**7. *If we are unable to effectively manage our expanded operations or pursue our growth strategy, our new stores may not achieve our expected level of profitability which may adversely affect our business prospects, financial condition and results of operations.***

Our business and operations have grown rapidly in recent years. We expanded our retail network from one store in 2014 to 10 stores as on date of this Draft Prospectus and we plan to open more stores in the future. As on the date of this Draft Prospectus, we also have 1 distribution centre.

As we expand our store network, we will be exposed to various challenges, including those relating to identification of potential markets, different cultures and customer preferences, regulatory regimes and business practices.

We will also be required to obtain certain approvals to carry on business in new locations and there can be no assurance that we will be successful in obtaining such approvals. Further, we expect our expansion plans to place significant demands on our managerial, operational and financial resources, and our expanded operations will require further training and management of our employees and the training and induction of new employees. There can also be no assurance that our increased distribution centre capacity will be sufficient to meet the increased requirements of our expanded retail network. In addition, as we enter new markets, we face competition from both organised and unorganised retailers, who may have an established local presence, and may be more familiar with local customers' preferences and needs. We also face competition from various e-commerce companies indulging in the same retail industry.

Successful operation of our new stores will be successful depending upon a number of factors, including:

- Our ability to position our new stores to successfully establish a foothold in new markets and to execute our business strategy in new markets;
- Our ability to successfully integrate the new stores with our existing operations and achieve related synergies;
- Our ability to introduce an optimal mix of merchandise which successfully meets local customer preferences at attractive prices;
- Our ability to negotiate and obtain favourable terms from our suppliers; the effectiveness of our marketing campaigns;
- Our ability to hire, train and retain skilled personnel;
- The competition that we face from incumbent and new retailers in the region; and
- Any government development or construction plans around our planned sites which could have an impact on the external traffic flow to our stores and the timely implementation of such changes.

While we have not closed any of our stores due to commercial considerations in the past, if any of our new stores do not break even or achieve our expected level of profitability within our expected timeframe, or at all, our expansion plans and our results of operations, financial condition and profitability may be materially and adversely affected and we may decide



to close some of our stores. Finally, if we are forced to close any of our stores, we may not be able to realise our investment cost since our stores are custom-built for our business and due to other factors.

Furthermore, any new construction project can also be subject to schedule overrun or government approval, which can both lead to additional costs and lost time.

Our total revenue has grown from Rs. 9532.78 Lakhs in Fiscal 2017 to Rs. 14223.28 in Fiscal 2018. Our net profit after tax, as restated, has grown from Rs. 88.39 Lakhs in Fiscal 2017 to Rs. 535.32 Lakhs in Fiscal 2018. For the nine months period ended November 30, 2018 our total revenue was Rs. 14501.36 Lakhs and our net profit after tax, as restated, was Rs. 474.19 Lakhs. Our historic growth rates or results of operations are not representative or reliable indicators of our future performance. While we intend to continue to expand our operations in India, we may not be able to sustain historic growth levels, and may not be able to leverage our experience in our existing markets in order to grow our business in new markets. An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which could have a material adverse effect on our business prospects, financial condition and results of operations.

**8. *We self operate our stores and accordingly expansion may put a strain on our resources and require fresh hiring.***

As on the date of this Draft Prospectus, we have 10 Stores under brand name Osia Hypermart. All our 10 stores are operated by the Company itself and we have not given out any stores to franchisees to operate. Self operation implies that every decision and action is undertaken by the Company's own resources and each store is operated by employees of the Company. If we wish to expand further, we may be required to hire more staff and that will require further investments and expenses to be incurred by the Company. Further, if we are unable to identify suitable staff, it may put a strain on our existing staff. Further, fresh recruitments would mean increased expenses for the Company having an impact on the financials of the Company. We cannot assure you that we will be able to find suitable staff for new stores or that the staff would not move to another competitor after gaining training at our stores and the same may affect our business and it may put a strain on our existing staff leading to further attrition.

**9. *Our inability to promptly identify and respond to changing customer preferences or evolving trends may decrease the demand for our products among our customers, which may adversely affect our business.***

We offer a wide variety of products within our broad product categories, namely, Foods, Non-Foods (FMCG) and General Merchandise and Apparel to our customers. The markets for some of our products such as home and personal care and apparel are characterised by frequent changes, particularly customer preferences, new products and product variant introductions. We plan our products based on the forecast of customer buying patterns as well as on forecasted trends and customer preferences in the forthcoming seasons. Any mismatch between our forecasts, our planning and the actual purchase by customers can impact us adversely, leading to excess inventory or under-stocking, impacting us adversely.

Customer preferences in the markets we operate in are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. While we primarily retail 'value for money' products, there is no certainty that such products would be continued to be preferred by our customers over more expensive substitutes.

In relation to several of our products and apparel, we depend substantially on our ability to carry new products or those in line with recent trends, to expand our operations and market share. Before we can introduce a new product, we must successfully execute a number of steps, including successful market research, obtaining registrations for our private labels and merchandising, customer acceptance of our new products, while scaling our vendor and infrastructure networks to increase or change the nature of our inventory. We likewise depend on the successful introduction of new production and manufacturing processes by our vendor partners to create innovative products, achieve operational efficiencies and adapt to technological advances in, or obsolescence of their technology while ensuring that such products continue to remain affordable.

Our continued success depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in customer tastes for our products, as well as to where and how customers shop for those products. We must continually work to stock and retail new products, maintain and enhance the recognition of our brands, achieve a favourable mix of products, and refine our approach as to how and where we market and sell our products. While we try to introduce new products or variants, we recognise that customer tastes cannot be predicted with certainty and can change rapidly, and that there is no certainty that these will be commercially viable or effective or accepted by our customers. If we are unable to foresee or respond effectively to the changes in market conditions, there may be a decline in the demand for our products, thereby reducing our market share, which could adversely affect our business and results of operations.

***10. We may not be successful in maintaining and enhancing awareness of our brands. Any fall in our brand's reputation may adversely affect our business, results of operations and prospects.***

We believe the “Osia Hypermart” name commands strong brand recognition due to its long presence in the markets in which we operate. Our success depends on our ability to maintain the brand image of our existing products and effectively build our brand image for new products and brand extensions. Decrease in product quality due to reasons beyond our control or allegations of product defects, misbranding, and adulteration or unsafe for consumption even when false or unfounded, could tarnish the image and may cause customers to choose other products. Further, there can be no assurance that our established brand name will not be adversely affected in the future by events that are beyond our control. In the event that (i) we are unable to leverage on the “Osia Hypermart” name for any reason, (ii) our group companies' actions or incidences adversely affect the “Osia Hypermart” brand name, or (iii) customer complaints or adverse publicity from any other source damages our brand, our business, financial condition and results of operations may be adversely affected. For more details, see “Outstanding Litigation and Material Developments” beginning on page 178.

As the majority of our income is derived from our retail activities, creating and maintaining public awareness of our brand is crucial to our business and we accordingly invest in various marketing and advertising campaigns. If these campaigns are poorly executed, or customers lose confidence in our brand for any reason, it could harm our ability to attract and retain customers. There can be no assurances that we will be able to sustain optimal levels of marketing, advertising and branding initiatives in the future.

Maintaining and enhancing our brand and private labels may require us to make substantial investments in areas such as outlet operations, marketing and employee training, and these investments may not be successful. Our brands are also limited to mid-price range and do not cover the lowest or highest price ranges in a particular product category. Although we constantly evaluate business opportunities, including the increase of portfolio brands and increasing the geographical reach of existing partner brands by increasing store count, this is a dynamic process and therefore subject to change on the basis of various parameters and there can be no assurance that we will be able to do this successfully.

We anticipate that as our business expands into new markets and as our markets become increasingly competitive, maintaining and enhancing our brand may become increasingly difficult and expensive. Also, we may face competition from various international brands. Since we have various brands which span different price points, we may not be able to focus or have the resources to market all our brands. Additionally, our presence across various price points would require us to expend efforts and make investments on marketing multiple brands thereby increasing our costs. If we are unable to enhance the visibility of our brands, it would have an adverse effect on our business, and our financial condition.

***11. We generated a majority of our sales from our stores in Ahmedabad and any adverse developments affecting our operations in this city could have an adverse impact on our revenue and results of operations.***

For the eight months period ended November 30, 2018 and for Fiscal year 2018, our stores in Ahmedabad contributed 61.41% and 68.26%, respectively of our total revenue. Existing and potential competitors to our businesses may increase their focus on this city, which could reduce our market share. For example, our competitors may intensify their efforts in this city to capture a larger market share by launching aggressive promotional campaigns.

The concentration of our operations in this state heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. Any adverse development that affects the performance of the stores or distribution centres located in these two states could have a material adverse effect on our business, financial condition and results of operations. Our past store sales may not be comparable to or indicative of future sales.

Any reduction in individual store sales due to over-crowding in a small area, it may lead to lower revenues which could have a material adverse effect on our business, financial condition and results of operations.

**12. *Inability to manage losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.***

Our business and the industry we operate in are vulnerable to the problem of product shrinkage. Shrinkage at our stores or our distribution centres may occur through a combination of shoplifting by customer, pilferage by employee, damage, obsolescence and expiry and error in documents and transactions that go un-noticed. The retail industry also typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error.

Our business operations also involve a majority of cash transactions. Although we have set up various security measures, we have in the past experienced such incidents.

An increase in product shrinkage levels at our existing and future stores or our distribution centres may force us to install additional security and surveillance equipment, which will increase our operational costs and may have an adverse impact on our profitability. Further, we cannot assure you whether these measures will successfully prevent product shrinkage. Furthermore, although we have cash management procedures and controls in place, there are inherent risks in cash management including, theft and robbery, employee fraud and the risks involved in transferring cash from our stores to banks. Finally, there have not been instances of employee dishonesty in the past and we cannot assure you that we will be able to completely prevent such incidents in the future. For further details, see “Outstanding Litigation and Material Developments” on page 178.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

**13. *We are subject to risks associated with expansion into new geographic regions.***

Expansion into new geographic regions, including different states in India, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. For instance, we intend to set up new stores in certain parts of northern India. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation;
- uncertainties with new local business partners;
- ability to understand consumer preferences and local trends in such new regions;
- exposure to expropriation or other government actions; and

- political, economic and social instability.

By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

**14. *We may be unable to enforce our rights under some of our agreements with counterparties on account of insufficient stamping and non-registration or other reasons.***

We enter into agreements with third parties, in relation to purchase of land or retail space for our retail stores and distribution centres. The terms, tenure and the nature of the agreements may vary depending on, amongst other things, the subject matter of the agreement and the third party involved i.e. government or private. Some of the agreements executed by us may be inadequately stamped or not registered or may not otherwise be enforceable. Inadequately stamped documents may be impounded by the appropriate authority. Such inadequately stamped or not registered documents may not be admissible in evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, which could, therefore, impact our ability to enforce our rights under the agreements in a timely manner or at all. Further, we may not have entered into definitive agreement with the counter-parties, for some of our retail stores and distribution centres. For instance we may have been using a land or retail space for our retail store based on an agreement to sell or an agreement to lease or MoU. There can be no assurance that we will be able to enforce our rights under these arrangements. We cannot assure you that we would be able to enforce our rights under such agreements or in respect of such immovable properties, and any inability to do so, could impair our operations and adversely affect our financial condition, cash flows and results of operation.

**15. *We do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our supplier relationships and network or to identify new suppliers could adversely affect us.***

One of the prime reasons we are able to offer value retailing to our customers is our strong relationships with our suppliers. Our growth as a business depends on our ability to attract and retain high quality and cost efficient suppliers to our network. For additional information regarding our supplier relationships, see “Our Business” from page 99.

In order to maintain flexibility in procurement options, we do not have any long-term supply arrangements with most of our suppliers and we procure our products on a purchase order basis. If we are unable to continue to procure supplies at competitive prices, our business will be adversely affected.

Furthermore, the success of our supplier relationships depends significantly on satisfactory performance by our suppliers and their fulfilment of their obligations. If any of our suppliers fails for any reason to deliver the products in a timely manner or at all, it may affect our ability to manage our inventory levels, which in turn, may result in unavailability of the product thereby adversely affecting our customer shopping experience and our reputation.

While we intend to continue to enter into new supplier relationships as a part of our business strategy, we may not be able to identify or conclude appropriate or viable arrangements in a timely manner or at all. Further, there can be no assurance that our relationships with new suppliers in the future will necessarily contribute to a better experience for our customers or to our profitability. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

**16. *We operate in a competitive market and any increase in competition may adversely affect our business and financial condition.***

Our Company faces competition from existing retailers, both organized and un-organised, and potential entrants to the retail industry that may adversely affect our competitive position and our profitability. We expect competition could increase with new entrants coming into retail industry, who may have more flexibility in responding to

changing business and economic conditions, and existing players consolidating their positions. Given the recent liberalisation of foreign direct investment laws in the multi-brand retail sector in India and 100% FDI in food retail sector under the approval route, some of our competitors may have access to significantly greater resources, including the ability to spend more on advertising and marketing and hence the ability to compete more effectively.

We face competition across our business activities from varied peers. In relation to Foods category including groceries and staples, we face competition from other organized retail supermarket chains on one hand and unorganised retail kirana shops on the other. In relation to non-food products and other products, we face competition from organised retail chains. Further, although e-tailing is not currently a major competitor in the product categories and the markets we operate, we may face increased competition from e-tailing in the future.

Some of our competitors are larger and have greater financial resources or a more experienced management team than us. Like us, they may also benefit from greater economies of scale and operating efficiencies. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost solutions than we do, which may have a negative effect on our sales. Moreover, the foreign investment restrictions in the Indian retail sector have been progressively liberalised giving our domestic competitors easier access to greater pools of capital and investment. Further, our competitors may set up stores in the vicinity of our existing stores and may offer their products at competitive prices, resulting in a decreasing of sales of our projects. We cannot assure you that we can continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

***17. We have significant power requirements for continuous running of our operations and business. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an adverse effect on our business, results of operations and financial condition.***

Our stores and distribution centres have significant electricity requirements and any interruption in power supply to our stores or distribution centres may disrupt our operations. Our business and financial results may be adversely affected by any disruption of operations.

We depend on third parties for all of our power requirements. Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of our stores and distribution centre. In majority of the markets we operate in, there are limited number of electricity providers due to which in case of a price hike we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

***18. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals and other certifications required to operate our business may have a material adverse effect on the results of our operation and business.***

We require certain statutory and regulatory permits and approvals for our business. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Failure by us to renew, maintain or obtain the required permits or approvals may result in our assets remaining idle and consequently, affecting our ability to obtain new contracts. This could have a material adverse effect on our business, financial condition and results of operations. Failure by us to obtain such renewal may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. For additional information please refer chapter “Government and Other Approvals” on page no. 181 of this Draft Prospectus.



**19. *Our business relies on the performance of our information technology systems and any interruption or failure to migrate to more advanced systems in the future may have an adverse impact on our business operations and profitability.***

Our Company has Enterprise Resource Planning (ERP) software which integrates and collates data of, inter alia, purchase, sales, reporting, accounting and inventory, distribution centre management, project system and human resource management from all the 10 stores and 1 distribution centre as on date of this Draft Prospectus. Our Company utilises its information technology systems to monitor all aspects of its businesses and relies to a significant extent on such systems for the efficient operation of its business, including, the monitoring of inventory levels, the allocation of products to our stores and budget planning, supplemental front-end billing software connected in a batch. Our sales across different stores are reconciled on a daily basis after close of business.

Our Company's information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete, which may affect its ability to maintain connectivity with our stores and distribution centres. We cannot assure that we will be successful in developing, installing, running and migrating to new software systems or systems as required for its overall operations. Even if we are successful in this regard, significant capital expenditures may be required, and it may not be able to benefit from the investment immediately. All of these may have a material adverse impact on our operations and profitability.

In addition, we cannot guarantee that the level of information security it presently maintains is adequate or that its systems can withstand intrusions from or prevent improper usage by third parties. Our failure to continue its operations without interruption due to any of these reasons may adversely affect our business, financial condition and results of operations.

**20. *We are dependent on third parties for the manufacturing and production of all the products we sell. Any failure of such third parties to adhere to the relevant standards may have a negative effect on our reputation, business and financial condition.***

We are engaged in the retail business and do not manufacture any products we sell. We are exposed to the risk of our service providers and vendors failing to adhere to the standards set for them by us and statutory bodies in respect of quality, quantum of production, safety and distribution which in turn could adversely affect our net sales and revenues.

In addition, certain of our service providers and vendors are retained on a non-exclusive basis and may engage in other businesses that may even compete with ours or supply their products to our competitors.

Further, any lost confidence on the part of our customers due to failure of our suppliers to adhere to statutory standards would adversely affect our financial performance. Any delay or failure on the part of the third party manufacturers to deliver the products in a timely manner or to meet our quality standards by such third party manufacturers, or any litigation involving such third parties may cause a material adverse effect on our business, profitability and reputation

**21. *We depend on third parties for a major portion of our transportation needs. Any disruptions may adversely affect our operations, business and financial condition.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our vendors and for transportation from our distribution centres to various stores. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. We rarely enter into written documentation in relation to the transportation services we hire which poses various additional risks including our inability to claim insurance. Further, the cost of our goods carried

by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. Accordingly, our business is vulnerable to increased transportation costs including as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events.

Any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.

***22. We operate some of our stores from premises that we do not own but are taken by us on leases or on leave and license basis. Our inability to renew the lease/ leave and license agreements or any adverse impact on the title or ownership rights of our landlords in relation to these premises may impede our operations and may require additional expenditure to move to a new premise.***

Some of our stores are on premises that have been leased/ licensed by us from third parties. Upon expiration of the lease/ leave and license agreement for each of our leased/ licensed premises, we will be required to negotiate the terms and conditions on which the lease/ leave and license agreement may be renewed.

Termination of our leases/ leave and license agreements may occur for reasons beyond our control, such as breaches of lease/ leave and license agreements by the landlords of our premises. If we, our current or future landlords breach the lease/ leave and license agreements, we may have to relocate to alternative premises or shut down our operations at that site. Relocation of any part of our operations may cause disruptions to our business and may require significant expenditure, and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent which may materially and adversely affect our business, financial condition and results of operations.

In the event that these existing leases/ rent agreements are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

***23. Accidents could result in the slowdown or stoppage of our operations and could also cause damage to life and property.***

We endeavour to meet necessary safety standards in relation to our operations. However, certain accidents or mishaps may be unavoidable or may occur on account of negligence or human error in complying with the prescribed safety standards or for other reasons. Such accidents or mishaps may result in, amongst others, an action of tort being initiated against us.

Therefore, although we take steps to ensure safety, accidents, including human fatalities, may occur and there can be no assurance that our safety measures and the precautions undertaken will be completely effective or sufficient. Further, if we fail to maintain adequate insurance cover in relation to the foregoing, a claim filed by us with our insurer is rejected, a loss occurs, which does not fall under the insurance cover maintained by us, or our claim is subject to any deductible or delay in settlement, amongst other things, our exposure will increase. Any accident at our distribution centres could also harm our reputation. Such accidents may have an adverse impact on our business and reputation.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 100 Crores. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

Further, we propose to utilize the Net Proceeds for purposes identified in the section titled “*Objects of the Issue*” and we propose to utilize the Rs. [●] Lakhs of the Net Proceeds towards general corporate purposes, namely, brand building exercises and strengthening of our marketing capabilities. The manner of deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

**25. *Our company has taken cash credit facilities from Punjab National Bank Limited wherein our promoters have provided personal Guarantee. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters’ ability to manage the affairs of our Company and consequently may impact our business, prospects, financial condition and results of operations.***

Our company has availed cash credit facilities from Punjab National Bank Limited. The outstanding balance as on 30<sup>th</sup> November 2018 for cash credit facilities was Rs. 1044.08 Lakhs. Such facilities stipulate that the facility shall be secured by a personal guarantee by our Promoters named Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra. In event of default on the debt obligations, the personal guarantee may be invoked thereby adversely affecting our Promoters’ ability to manage the affairs of our Company and consequently may impact our business, prospects, financial condition and results of operations.

**26. *We have not received ‘No Objection Certificate’ from few lenders of secured loans to our company.***

We have not received the No Objection Certificate letter from HDFC Bank Limited, Aditya Birla Finance Limited, Kotak Mahindra Bank Limited, ICICI Bank Limited and Axis Bank Limited. Our company has applied for NOC from these lenders and is awaiting the same. Lender may take objection for public offer by putting certain condition to secure their outstanding dues. However our company does not foresee such objection from lenders.

However, in future these lenders may hinder smooth IPO process, may ask to repay the outstanding dues subsequent to the IPO/ during the IPO and may enter into litigation with the Company which may affect financial cash flows and financial performance of our Company.

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

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

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





As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page no. 77 of this Draft Prospectus.

- 29. Our Insurance cover may be inadequate to protect us fully from all losses and damages which in turn would adversely affect our financial condition and results of operations.**

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, accidents, etc affect our stores and distribution centre or in the regions/ areas where our stores and distribution centre are located. Although, our Company has availed Trade Protector Insurance Policy for our stores and distribution centre covering our property, stock and money and fidelity for our stores and distribution centre. However, there can be no assurance that the insurance policies will adequately cover losses and damages which may be suffered by us. There may be Losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. We may face losses in the absence of insurance and even in cases in which any such loss may be insured, we may not be able to recover the entire claim from insurance companies. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. If our claims are not fully honoured, our financial condition may be affected adversely.

- 30. Our Promoter has made an application with the Registrar of Trade Marks for registration of the various logo of the company. Any delay in receiving the approval and/or granting registration or in obtaining registration could result in loss of logo & brand equity and the company's right to use the said logo.**

As on the date of this Draft Prospectus, the application status of trademarks applied are as follows:

Application made on& Application number	Applicant Name and Class	Logo \ Trade Mark	Status
Application No.3582792 01/07/2017	Dhirendra Chopra Class :-24		Abandoned
Application No.3582793 01/07/2017	Dhirendra Chopra Class :-25		Abandoned
Application No.3582794 01/07/2017	Dhirendra Chopra Class :-29		Objected
Application No.3582796 01/07/2017	Dhirendra Chopra Class :-31		Objected

The application is under the process and approval for the registration is pending. Any delay in receiving the registration or rejection in processing the application form for registering the logo or if there is any opposition filed against the trademark

application or if we fail to solve the objections raised by the trademark Registry; our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks and right to use the said logo, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects.

For further details please refer to the chapter titled ‘Government and Other Approvals’ beginning on page no. 181 of the Draft Prospectus.

**31. *Our Group company has incurred losses during the past years as stated below.***

Our Group Company as tabled below has incurred loss in the past financial years. The details of profit/loss are as under:

(Amt.In Rs.)

Name of Group Company	2017-18	2016-17	2015-16
My Choice Giftcentre Private Limited	5,28,581	(2,20,830)	(1,31,633)

The details of group companies of the company are included in the Chapter in ‘*Our Group Companies*’ beginning on page 140 of this Draft Prospectus.

**32. *We have entered into certain related party transactions and may continue to do so.***

We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on arm length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Draft Prospectus and, also see the section “Related Party Transactions” on page 164.

**33. *Our Company, Directors and Promoters are not involved but may in the future, be involved in certain legal proceedings, which, if determined adversely, may adversely affect our business and financial condition.***

Our Company may in the future be, implicated in lawsuits in the ordinary course of our business, including lawsuits and arbitrations involving compensation for loss due to various reasons including tax matters, civil disputes, labour and service matters, statutory notices, regulatory petitions, consumer cases and other matters. Any Litigation or arbitration could result in substantial costs and a diversion of effort by us and/or subject us to significant liabilities to third parties. In addition, our Company is subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage. Our Company cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company, delay in implementation of our current or future project and results of operations. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that our Company will be able to recover any losses incurred from third parties, regardless of whether our Company is at fault or not. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance, that any such losses would not have a material adverse effect on the results of our operations or financial condition, or that provisions made for litigation and arbitration related losses would be sufficient to cover our ultimate loss or expenditure. Details of outstanding proceedings that have been initiated against our Company, our Promoters, our Group Companies and our Directors are set forth in the section titled “*Outstanding Litigation and Material Developments*” starting from page number 178 of this Draft Prospectus.

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

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement



the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

**35. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be largely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

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

We manage regulatory compliance by monitoring and evaluating our internal controls, and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. For instance, there have been instances of delays and inadvertent omissions in filing of prescribed forms with the RoC pertaining to creation or modification of charge and secretarial matters such as change in designation of the directors of our Company and filing of certain resolutions passed by the shareholders of our Company. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

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

Our Company's net revenue has increased from Rs. 9501.17 lakhs as on March 31, 2017 to Rs. 14180.02 lakhs as on March 31, 2018. Further, a principal component of our strategy is to continue to grow by expanding the size and scope of our existing businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, a robust management talent pipeline, preserving our culture, integration of culture and values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. An inability to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**38. *Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

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

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

Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on page no. 55 and 121, respectively, of this Draft Prospectus.

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

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 62.99% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company’s or your best interests. For further details, please refer to the chapters titled “Capital Structure” and “Our Promoter and Promoter Group” and “Group Companies” beginning on page no. 55, 136 and 140 respectively, of this Draft Prospectus.

- 41. *Marketing initiatives undertaken by us may turn out to be ineffective.***

We rely on various marketing initiatives through print media, radio, hoarding etc to increase our sales. There can be no assurance that such marketing activities which may involve significant expense, will be well received by our customers and consequently such marketing activities may not result in the targeted levels of product sales or demand for products. Marketing initiatives is important for sale of the Products. This requires us to enhance our marketing strategies and experiment with new marketing methods to keep pace with industry developments and customer preferences. An inability to refine our marketing strategies or introduce targeted marketing campaigns in a cost-effective manner could reduce our market share, cause our net revenues to decline and negatively impact our profitability.

- 42. *We have not independently verified certain data in this Draft Prospectus. Further, the Lead Manager has not personally visited each and every store of the Company.***

We have not independently verified data from the Industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

Further, the Lead Manager, Monarch Network Capital Limited has not independently verified and visited each and every store of the Company, as on the date of this draft Prospectus, the Company has 10 store and the same has been relied upon representations made by the Management, copies of various Government Registrations, Approvals, Licenses, Permissions granted to particular store and Legal Due Diligence Report of Samvitti Legal, a legal firm, dated February 08, 2019, Expert Opinion, Practising Professionals of the Company and various declarations received from the Company.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will



be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page no. 143 of this Draft Prospectus.

**44. *Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

**45. *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 will be subject to capital gains tax at the rate of 10% in India if Securities Transaction Tax (“STT”) has been 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 realised 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 at the rate of 10% 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 in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. For more details, please refer to “Statement of Tax Benefits” on page no. 86 of this Draft Prospectus.

**46. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Monarch Networth Capital Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the

market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled “General Information – Details of the Market Making Arrangement for this Issue” on page no. 46 of this Draft Prospectus.

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

The Issue Price of our Equity Shares has been determined on the basis of the Book Building Process. This price is based on numerous factors. For further information, see “Basis for Issue Price” beginning on page 83 of this Draft Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

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

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

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

**49. *Our company has not complied with certain statutory provisions and has made delay in filing of required forms with the Registrar of Companies, Ahmedabad. Such non-compliances/ lapses may attract penalties.***

Our Company is required under the Companies Act 2013/ 1956 to make certain filings with the Registrar of Companies, Ahmedabad from time to time within the stipulated period. Our Company had on certain occasions made delayed/ lapsed in filing of required forms and certain filing were inadequate in nature. Also in some cases the forms have been belatedly with Registrar for which delayed fees has been paid by the company. Although no show cause notice have been issued against the company till date in respect of above

## EXTERNAL RISK FACTORS

### ***50. Our business is dependent on economic growth in India.***

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009 several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

### ***51. Financial Instability and disruptions in Indian financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

### ***52. Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

The company is subject to various regulations and policies. For details see section titled "Key Industry Regulations" beginning on page no. 113 of this Draft Prospectus. The company's current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse affect on the business, financial condition and results of operations.

### ***53. Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.***

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

### ***54. Natural calamities and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. These 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. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

**55. *Terrorist attacks, civil unrests and other acts of violence in India and around the region could adversely affect the markets, resulting in loss of consumer confidence and adversely affect the business, results of operations, financial condition and cash flows.***

Terrorist attacks, civil unrests and other acts of violence or war in India and around the region may adversely affect worldwide financial markets and result in a loss of consumer confidence and ultimately adversely affect the business, results of operations, financial condition and cash flows. Political tensions could create a perception that an investment in Indian companies involves higher degrees of risk and on the business and price of the Equity Shares.

**56. *In future the company may depend on banks and financial institutions and other sources for meeting its short and medium term financial requirements.***

Any delay in the disbursement of funds from these bodies can act as a bottleneck to the project execution capabilities and thereby its results of operations. The company cannot assure that it will be able to do so on commercially reasonable terms. Any increase in interest expense may have a material adverse effect on its business prospects, financial condition and results of operations.

**57. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the Industry contained in the Draft Prospectus.***

While facts and other statistics in the Draft Prospectus relating to India, the Indian economy and the Industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Our Industry' beginning on page no. 88 of the Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of NSE could adversely affect the trading price of the Equity Shares. Also, there is low liquidity of equity shares on SME Platform.

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

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

unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

***60. Last but not the least, Equity Investment per-se is itself a Risk Investment.***

The Stock Market is affected by numerous factors both controllable and non-controllable affected by any market either domestic or international. For instance, the recent financial crisis developed in Greek and the collapse of the Chinese Stock Market affected adversely to the Indian Stock Market as well as all other Stock Markets Internationally. The said developments also affected currency markets all over the world. The commodity market was also not spared from such developments. Hence investors are advised to make their own judgement depending upon their risk appetite and invest wisely in stock market.

## SECTION IV – INTRODUCTION

### THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
<b>Equity Shares Issued: Public Issue of Equity Shares by our Company</b>	15,78,400 Equity Shares of Face Value of Rs. 10/- each for Cash at a Price of Rs. [●]/- Per Equity Share (Including a Share Premium of Rs. [●]/- per Equity Share) aggregating to Rs. [●] Lakhs.
<b>of which</b>	
<b>Issue Reserved for the Market Makers</b>	79,200 Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/-per share aggregating Rs. [●] Lakhs.
<b>Net Issue to the Public*</b>	14,99,200 Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/- per share aggregating Rs. [●] Lakhs.
	<b>of which</b>
	7,49,600 Equity Shares of Rs.10/- each for cash at a price of Rs. [●] per share (including a premium of Rs. [●] per Equity Share) will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 Lakhs.
	7,49,600 Equity Shares of Rs.10/- each for cash at a price of Rs. [●] per share (including a premium of Rs. [●] per Equity Share) will be available for allocation for allotment to Other Investors other than retail investors (including corporate bodies or institutions) of above Rs.2.00 Lakhs.
<b>Equity Shares outstanding prior to the Issue</b>	43,75,000 Equity Shares of face value of Rs.10/- each
<b>Equity Shares outstanding after the Issue</b>	59,53,400 Equity Shares of face value of Rs.10/- each
<b>Objects of the Issue/ Use of Issue Proceeds</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 77 of this Draft Prospectus

<sup>(1)</sup> Fresh Issue of 15,78,400 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated December 19, 2018 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on January 18, 2019.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For further details please see the section titled “**Issue Related Information**” beginning on page no. 203 of this Draft Prospectus.

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 as amended, the present issue is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:

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

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

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

For further details please refer to the chapter titled “**Issue Structure**” beginning on page no. 210 of this Draft Prospectus.



## SUMMARY OF FINANCIALS

The following tables set forth summary financial information derived from Restated Audited Financial Statements as of and for the financial years 2016, 2017 and 2018 and for the eight months period ended on November 30, 2018. Please note that in terms of Schedule VI, Clause 11 of the SEBI (ICDR) Regulations, 2018, the company is required to give the financial information for the preceding 3 financial years from the date of the Draft Prospectus. Osia Hyper Retail Limited was incorporated on October 18, 2013; the financial information for the financial years 2016, 2017 and 2018 and for the eight months period ended on November 30, 2018 has been mentioned in the Draft Prospectus. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018. The summary financial information presented below should be read in conjunction with the chapters and notes mentioned therein titled 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' and 'Restated Financial Statement' beginning on page no. 170 and 144, respectively of this Draft Prospectus.

### ANNEXURE I STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In lakhs)

Particulars	For the eight months period ended on 30 <sup>th</sup> November 2018	As at March 31,		
		2018	2017	2016
<b>EQUITY AND LIABILITIES</b>				
<b><u>Shareholders' Funds</u></b>				
a. Share Capital	437.5	375	187.5	150
b. Reserves & Surplus	2056.31	744.62	396.79	45.9
Share Application money pending allotment	--	850	--	--
<b><u>Non Current Liabilities</u></b>				
a. Long Term Borrowings	1934.97	1248.26	1157.55	687.04
b. Deferred Tax Liabilities	62.81	42.99	9.61	--
c. Long-term Provisions	34.78	23.93	13.17	4.18
<b><u>Current Liabilities</u></b>				
a. Short Term Borrowings	1044.08	906.38	777.24	547.62
b. Trade Payables	5377.19	3149.82	2182.15	1156.34
c. Other Current Liabilities	175.05	139.46	122.73	16.41
d. Short Term Provisions	451.84	334.19	129.48	48.12
<b>TOTAL</b>	<b>11574.52</b>	<b>7814.65</b>	<b>4976.23</b>	<b>2655.62</b>
<b>ASSETS</b>				
<b><u>Non Current Assets</u></b>				
a. Fixed Assets				
i. Tangible Assets	2194.8	1978.21	798.77	624.38
ii. Intangible Assets (Net)	0.92	0.92	0.47	0.47
iii Capital Work in Progress	179.48	148.64	735.77	--
<b>Net Block</b>	<b>2375.20</b>	<b>2127.77</b>	<b>1535.01</b>	<b>624.85</b>

Particulars	For the eight months period ended on 30 <sup>th</sup> November 2018	As at March 31,		
		2018	2017	2016
b. Deferred Tax Assets (Net)	--	--	--	4.4
c. Long Term Loans & Advances	436.66	276.5	51.46	34.23
d. Other Non Current Assets	--	--	--	--
e. Non- Current Investments	--	--	--	--
<b><u>Current Assets</u></b>				
a. Inventories	7835.49	5033.01	3084.72	1822.06
b. Trade Receivables	37.89	45.13	46.68	12.08
c. Cash and Cash Equivalents	216.73	233.24	145.14	132.34
d. Short Term Loans & Advances	670.87	96.46	111.05	24.4
e. Other Current Assets	1.69	2.53	2.17	1.25
<b>T O T A L</b>	<b>11574.52</b>	<b>7814.65</b>	<b>4976.23</b>	<b>2655.62</b>

**ANNEXURE II**  
**STATEMENT OF PROFIT AND LOSS AS RESTATED**

(Rs. In lakhs)

Particulars	For the eight months period ended on 30 <sup>th</sup> November 2018	As at March 31,		
		2018	2017	2016
<b>INCOME</b>				
Revenue from Operations	14451.27	14180.02	9501.17	5335.81
Other Income	50.09	43.26	31.62	17.93
<b>Total Income (A)</b>	<b>14501.36</b>	<b>14223.28</b>	<b>9532.78</b>	<b>5353.74</b>
<b>EXPENDITURE</b>				
Purchase of Stock in trade	13872.7	12720.25	9059.27	5772.57
Changes in inventories of Stock-in-trade	(2802.48)	(1948.29)	(1262.66)	(1454.57)
Employee benefit expenses	669.70	885.96	500.56	331.86
Finance costs	233.4	233.21	177.47	87.28
Depreciation and amortisation expense	128.66	129.25	63.75	90.31
Other Expenses	1657.78	1385.11	844.23	470.64
Contribution to Gratuity	10.85	10.76	8.99	4.18
<b>Total Expenses (B)</b>	<b>13770.61</b>	<b>13416.25</b>	<b>9391.61</b>	<b>5302.28</b>
<b>Profit before exceptional and extraordinary items and tax (C)</b>	<b>730.76</b>	<b>807.03</b>	<b>141.18</b>	<b>51.46</b>
Exceptional Items	--	--	--	--
<b>Profit before extraordinary items and tax (D)</b>	<b>730.76</b>	<b>807.03</b>	<b>141.18</b>	<b>51.46</b>
Extraordinary Items	--	--	--	--
<b>Profit before tax (E)</b>				
<i>Tax expense :</i>				
(i) Current tax	236.75	238.33	38.77	20.83
(ii) Earlier year income tax	--	--	--	--
(iii) Deferred tax	19.82	33.37	14.01	(4.67)
<b>Total Tax Expense (F)</b>	<b>256.57</b>	<b>271.7</b>	<b>52.78</b>	<b>16.16</b>
<b>Profit for the year (E-F)</b>	<b>474.19</b>	<b>535.32</b>	<b>88.39</b>	<b>35.30</b>
<b>Earning per equity share:</b>				
- <b>Basic</b>	12.27	14.28	5.40	2.35
- <b>Diluted</b>	12.27	14.28	5.40	2.35
- <b>Adjusted Basic</b>	12.27	14.28	5.40	2.35

**ANNEXURE III**  
**STATEMENT OF CASH FLOW AS RESTATED**

(Rs. In lakhs)

Particulars	For the eight months period ended on 30 <sup>th</sup> November 2018	As at March 31,		
		2018	2017	2016
<b><u>Cash flow from operating activities:</u></b>				
Net Profit before tax as per Profit And Loss A/c	730.76	807.03	141.18	51.46
Adjusted for:				
Depreciation & Amortisation Expenses	128.66	129.25	63.75	90.31
Finance Cost	233.4	233.21	177.47	87.28
	1092.81	1169.49	382.39	229.05
<i>Operating Profit before working capital changes</i>				
Changes in working Capital				
Trade Recievables	7.24	1.55	34.6	(2.23)
Short term loans and advances	(574.4)	14.58	(86.64)	43.54
Inventories	(2802.48)	(1948.29)	(1262.66)	(1454.57)
Other current assets	0.85	(0.36)	(0.92)	(0.68)
Trade payables	2227.37	967.67	1025.81	849.55
Other current liabilities	35.59	16.73	106.31	9.06
Provisions	(108.25)	215.47	90.35	47.42
<b>Net Cashflow from operation</b>	(1214.08)	(732.65)	(162.35)	(507.91)
<b>Less: Income Tax Paid</b>	--	(238.33)	(38.77)	(20.83)
<b><i>Net cashflow from operating Activities (A)</i></b>	<b>(121.27)</b>	<b>198.51</b>	<b>181.27</b>	<b>(299.69)</b>
<b><u>Cash flow from Investing activities:</u></b>				
Purchase/ Sale of fixed assets (Net)	(376.08)	(722.01)	(973.91)	(605.91)
Movement in Loan & Advances	(160.17)	(225.03)	(17.23)	(34.03)
Interest Income	--	--	--	--
<b><i>Net cashflow from investing Activities (B)</i></b>	<b>(536.25)</b>	<b>(947.05)</b>	<b>(991.14)</b>	<b>(639.95)</b>
<b><u>Cash flow from Financing activities:</u></b>				
Increase/ (Decrease) in Long term Borrowings	686.7	90.71	470.52	654.03
Increase/ (Decrease) in Short term Borrowings	137.7	129.14	229.61	485.77
Share application money pending allotment	--	850	--	--
Proceeds from the issue of share	50	--	300	--

Particulars	For the eight months period ended on 30 <sup>th</sup> November 2018	As at March 31,		
		2018	2017	2016
capital				
Finance Cost	(233.4)	(233.21)	(177.47)	(87.28)
<b>Net cashflow from financing Activities (B)</b>	<b>641</b>	<b>836.64</b>	<b>822.66</b>	<b>1052.51</b>
<b>Net increase/ (decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(16.51)</b>	<b>88.1</b>	<b>12.8</b>	<b>112.87</b>
Opening Cash & Cash Equivalents	233.24	145.14	132.34	19.47
Cash & Cash Equivalents at the end of the period	216.73	233.24	145.14	132.34
<b>Cash &amp; Cash Equivalents Comprise:</b>				
Cash	131.58	186.65	17.47	31.38
Bank Balance:				
Current Account	71.65	33.47	115.43	100.96
Deposit Account	13.5	13.11	12.24	--
Total	216.73	233.24	145.14	132.34

## GENERAL INFORMATION

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Havelli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. For further details, please refer to the chapter titled ‘*History and Corporate Structure*’ beginning on page no. 118 of this Draft Prospectus.

### *Registered Office of our Company*

<b>CIN</b>	: U52190GJ2013PLC077269
<b>Address</b>	: Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat
<b>Tel No.</b>	: +91- 9925028639
<b>Email Id</b>	: info.ohrl@gmail.com
<b>Website</b>	: www.osiahypermart.com
<b>Contact Person</b>	: Mr. Dharendra Gautam Chopra

### *Address of the Registrar of Companies*

<b>Address</b>	: ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad- 380013
<b>Tel No.</b>	: +91 79 27437597
<b>Fax No.</b>	: +91 79 27438371
<b>Email Id</b>	: roc.ahmedabad@mca.gov.in

### *Designated Stock Exchange*

Our Company proposed to list its Equity Shares on SME Platform of National Stock Exchange India Limited (NSE Emerge Platform).

### **Address:**

Exchange Plaza, Plot No. C/1, G Block,  
Bandra- Kurla Complex, Bandra (East),  
Mumbai – 400 051, Maharashtra

### *Issue Programme*

<b>Issue Opening Date</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[•]
<b>Credit of Equity Shares to demat accounts of Allottees</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]



## Our Board of Directors

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

Sr. No.	Name and Designation	Age	DIN	PAN Card No.	Address
1.	Mr. Dharendra Gautam Chopra (Managing Director)	38 years	06473774	AAMPC4734H	48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.
2.	Mrs. Kavita Dharendra Chopra (Executive Director)	38 years	06473785	AEDPK9912Q	48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.
3.	Mr. Pranay Harakchand Jain (Non- Executive Director)	31 years	07891715	AIFPJ4890A	Harak Chand Jain, 13, Mohan Vilas, Jalam Niwas Ke Andar, Paota B Road, Jodhpur- 342001, Rajasthan, India.
4.	Mr. Chetan Damji Sangoi (Independent Director)	31 years	00645226	AADPS2036D	15, Neminath Apartment, Bhandarkar Road, Dadar- 400028, Mumbai, Maharashtra, India.
5.	Mr. Hemen Hirenkumar Joshi (Independent Director)	40 years	02706938	AEEPJ7907H	49, Niharika Bungalow, Nr. Himmatlal Park, Azad Soc., Ambawadi, Ahmedabad- 380015, Gujarat, India.
6.	Mr. Alpesh Bhailalbhai Gandhi (Independent Director)	40 years	07730487	ADPPG3478E	A-5 Vraj Appartment, Gulab Tekra, Ambawadi, Ahmedabad- 380015, Gujarat, India

For detailed profile of our Board of Directors, refer to chapter titled **‘Our Management’** on page no. 121 of this Draft Prospectus.

## Company Secretary & Compliance Officer

<b>Name</b>	: Keerti Laxman Lachhwani
<b>Address</b>	: Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat.
<b>Tel No.</b>	: +91-8460604015
<b>Email Id</b>	: cs2013.ohrl@gmail.com

## Chief Financial Officer

<b>Name</b>	: Sandeep Prithveeraj Tailor
<b>Address</b>	: Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat.
<b>Tel No.</b>	: +91-8128957957
<b>Email Id</b>	: cfo.ohrl@gmail.com

**Note:**

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, i.e. *Skyline Financial Services Private Limited* and/ or the Lead Manager, i.e. *Monarch Networth Capital Limited*, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, or/and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediaries to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name of the sole or first Applicant, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the ASBA Application Form was submitted.

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

**Lead Manager for the Company**

<b>Name</b>	: <b>MONARCH NETWORTH CAPITAL LIMITED</b>
<b>Corporate Office</b>	: MONARCH HOUSE, Opp. IshwarBhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, India.
<b>Tel No.</b>	: 079 – 6600 0588 / 754
<b>Email Id</b>	: mbd@mncgroup.com
<b>Contact Person</b>	: Ms. Gajara Joshi
<b>Website</b>	: www.mncgroup.com
<b>SEBI Registration No.</b>	: MB/INM000011013
<b>CIN</b>	: L65920MH1993PLC075393

**Registrar To The Issue**

<b>Name</b>	: <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b>
<b>Address</b>	: 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai – 400072, India.
<b>Tel No.</b>	: 022 – 28511022/ 62215779
<b>Email Id</b>	: Mumbai@skylinerta.com
<b>Contact Person</b>	: Mr. Subhash Dhingreja
<b>Website</b>	: <a href="http://www.skylinerta.com">www.skylinerta.com</a>
<b>SEBI Registration No.</b>	: INE000003241
<b>CIN</b>	: U74899DL1995TC071324

**Legal Advisor To The Company**

<b>Name</b>	: <b>SAMVITTI LEGAL</b>
<b>Address</b>	: 119, B Wing, First Floor, Mittal Tower, No.6, M.G.Road, Bangalore- 560001
<b>Tel No.</b>	: +91-9727716667
<b>Email Id</b>	: shreyadesai@samvittilegal.com
<b>Contact Person</b>	: Mrs. Shreya Desai
<b>Certificate of Practice No.</b>	: Mah/1453/2009

**Auditor of The Company (Peer Review Auditor)**

<b>Name</b>	: <b>J VAGERIYA &amp; ASSOCIATES</b>
<b>Address</b>	: 704, Abhishree Avenue, Opp. Hanuman Temple, Ambawadi, Ahmedabad-380015, Gujarat.
<b>Tel No.</b>	: 079-40307337
<b>Contact Person</b>	: Mr. Jitendra Vageriya
<b>Membership No.</b>	: 114424
<b>Firm Registration No.</b>	: 124193W

**Statutory Auditor of The Company**

<b>Name</b>	: <b>CHOPRA SHAH &amp; ASSOCIATES</b>
<b>Address</b>	: 510, Sakar-III, B/H. Bank OF Baroda, Above Income tax Underbridge, Ahmedabad- 380014, Gujarat.
<b>Tel No.</b>	: 9427028972
<b>Contact Person</b>	: Pramod Chopra
<b>Membership No.</b>	: 133853
<b>Firm Registration No.</b>	: 130698W

**Banker(S) To The Company**

<b>Name</b>	: <b>PUNJAB NATIONAL BANK</b>
<b>Address</b>	: Punjab National Bank, Shahibaug Branch, Ahmedabad
<b>Tel No.</b>	: +91-8511132727 +91-79-25622262
<b>Email Id</b>	: bo0033@pnbindia.in
<b>Contact Person</b>	: Mr. Deepak Chandekar, Chief Manager
<b>Website</b>	: pnbindia.in

**Underwriter (S) To The Issue**

<b>Name</b>	: <b>MONARCH NETWORTH CAPITAL LIMITED</b>
<b>Address</b>	: MONARCH HOUSE, Opp. Ishwar Bhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, India
<b>Tel No.</b>	: 079 – 6600 0588 / 754
<b>Email Id</b>	: mbd@mnclgroup.com
<b>Contact Person</b>	: Ms. Gajara Joshi
<b>Website</b>	: www.mnclgroup.com
<b>SEBI Registration No.</b>	: MB/INM000011013
<b>CIN</b>	: L65920MH1993PLC075393

**Market Marker(S) To The Issue**

<b>Name</b>	: <b>MONARCH NETWORTH CAPITAL LIMITED</b>
<b>Address</b>	: MONARCH HOUSE, Opp. Ishwar Bhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, India
<b>Tel No.</b>	: 079 – 6600 0588 / 754
<b>Email Id</b>	: mbd@mnclgroup.com
<b>Contact Person</b>	: Ms. Gajara Joshi

<b>Website</b>	: www.mnclgroup.com
<b>SEBI Registration No.</b>	: INZ000008037
<b>CIN</b>	: L65920MH1993PLC075393

***Banker(S) To The Issue/ Escrow Collection Bank/Refund Bank***

<b>Name</b>	: [●]
<b>Address</b>	: [●]
<b>Tel No.</b>	: [●]
<b>Fax No.</b>	: [●]
<b>Email Id</b>	: [●]
<b>Contact Person</b>	: [●]
<b>Website</b>	: [●]
<b>SEBI Registration No.</b>	: [●]

***Advisor to the Company***

<b>Name</b>	: <b>MULTIMODE RESOURCES PRIVATE LIMITED</b>
<b>Address</b>	: 904-B, Mahalay Complex, Opp. Hotel President, C G Road, Ahmedabad-380009, Gujarat.
<b>Tel No.</b>	: 079 – 48912373
<b>Email Id</b>	: multimoderesources@hotmail.com
<b>Contact Person</b>	: Mr. Rajesh Shah

***Self Certified Syndicate Banks (SCSB's)***

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

***Registered Brokers***

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the SEBI(www.sebi.gov.in) and as updated from time to time. For details of Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

***Registrar to Issue and Share Transfer Agent***

The list of RTAs eligible to accept Application forms at the Designated RTAs locations, including details such as postal address, telephone number and e-mail address, is provided on the websites of the SEBI(www.sebi.gov.in) and as updated from time to time. For details of RTAs, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

***Collecting Depository Participants***

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of SEBI at (www.sebi.gov.in) and as updated from time to time. For details of CDPs, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

***Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities***

Since Monarch Network Capital Limited is the sole Lead Manager to the Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

***Credit Rating***

This being an Issue of Equity Shares, there is no requirement of credit rating.

***Trustees***

This is being an Issue of Equity Shares; the appointment of trustee is not required.

***IPO Grading***

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

***Brokers to the Issue***

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

***Inter-Se Allocation of Responsibilities***

Since Monarch Network Capital 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 as stated below, our Company has not obtained any other expert opinions:

Our Company has received consent from the peer review Auditor of the Company to include their name as an expert in this Draft Prospectus in relation to the (a) Statutory Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Statutory Auditors and such consent has not been withdrawn as on the date of this Draft Prospectus.

***Appraisal and Monitoring Agency***

As per Regulation 262(1) of SEBI (ICDR) Regulations 2018 the requirement of Monitoring Agency is not mandatory if the issue size is below Rs 100 Crore. Since this Issue Size is only of Rs. [●] Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the SEBI (LODR) Regulations, 2015 to be entered into with NSE upon listing of the Equity Shares and the corporate governance requirements, inter-alia, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Further, Our Company has not appointed any appraising agency for appraisal of the Project.

***Filing of Draft Offer Document/ Offer Document***

The Draft Prospectus/ Prospectus are being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.

A copy of this Draft Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of the Draft Prospectus shall also be furnished to the Board in soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013, will be delivered to the RoC situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013.

### ***Underwriting Agreement***

This Issue is 100% Underwritten. The Underwriting agreement is dated January 30, 2019. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Details of the Underwriters</b>	<b>No. of Equity Shares underwritten</b>	<b>Amount Underwritten (Rs. in Lakhs)</b>	<b>% of the total Issue Size Underwritten</b>
<b>MONARCH NETWORTH CAPITAL LIMITED</b> MONARCH HOUSE, Opp. IshwarBhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, India, <b>Ph : 79 26666588/754, 66000588/754</b> <b>Email : mbd@mnclgroup.com</b> <b>Investor Grievance Email:</b> cs@mnclgroup.com <b>Website:</b> www.mnclgroup.com <b>Contact Person:</b> Ms. Gajara Joshi <b>SEBI Registration No.</b> MB/INM000011013 <b>CIN No:</b> L65920MH1993PLC075393	15,78,400	[●]	100
<b>Total</b>	<b>15,78,400</b>	<b>[●]</b>	<b>100</b>

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

### ***Changes in the Auditors during the last three Years***

There are no changes in the Auditors during the last three years.

### ***Details of the Market Making Arrangement for the Issue***

Our Company and the Lead Manager have entered into an agreement dated January 30, 2019, with the Market Maker – Monarch Network Capital Ltd., duly registered with NSE Limited to fulfill the obligations of Market Making.

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

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

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%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. 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.
6. There would not be more than 5 (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.
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 securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days as per circular no. CIR/MRD/DP/02/2012 dated January 20, 2012.
9. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
10. 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.
11. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers not exceeding 5 (Five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

12. **Risk containment measures and monitoring for Market Makers:** Emerge platform 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.

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.
14. In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it was decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crores	25%	24%
Rs. 20 Crores to Rs. 50 Crores	20%	19%
Rs. 50 Crores to Rs. 80 Crores	15%	14%
Above Rs. 80 Crores	12%	11%

15. **Punitive Action in case of default by Market Makers:** NSE Emerge Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus is set forth below:

(Amt in Rs.)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
<b>A.</b>	<b>Authorized Share Capital</b>		
	70,00,000 Equity Shares of Rs. 10/- each	7,00,00,000	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue*</b>		
	43,75,000 Equity Shares of Rs. 10/- each	4,37,50,000	-
<b>C.</b>	<b>Present Issue in terms of this Draft Prospectus**</b>		
	Issue of 15,78,400 Equity Shares of face value of Rs. 10/- each at a Issue price of Rs. [●]/- per Equity Share	<b>1,57,84,000</b>	[●]
	<i>Which comprises:</i>		
	(a) <b>Reservation for Market Maker(s)</b> 79,200 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. [●]/- per Equity Share	7,92,000	[●]
	(b) <b>Net Issue to the Public</b> of 14,99,200 Equity Shares of face value of Rs. 10/- each at a price of Rs. [●]/- per Equity Share	<b>1,49,92,000</b>	[●]
	<b>Of the Net Issue to the Public</b>		
	7,49,600 Equity Shares of face value of Rs. 10/- each at a price of Rs. [●]/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Retail Investors)</b>	<b>74,96,000</b>	[●]
	7,49,600 Equity Shares of face value of Rs. 10/- each at a price of Rs. [●]/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. <b>2.00 Lakhs (Non-Retail Investors)</b>	<b>74,96,000</b>	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	59,53,400 Equity Shares of Rs. 10/- each	<b>5,95,34,000</b>	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		9,12,50,000
	After the Issue		[●]

\*As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

\*\*The Present Issue has been authorized pursuant to a resolution of our Board dated December 19, 2018 and by Special Resolution passed under Section 23(1)(a) and 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on January 18, 2019.

## NOTES TO THE CAPITAL STRUCTURE

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

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

Sr. No.	Date of the Meeting	Particulars		Type of Meeting
		From	To	
1.	On Incorporation	---	50,000 Equity Shares of Rs. 10 each	-
2.	21/08/2014	50,000 Equity Shares of Rs. 10 each	5,00,000 Equity Shares of Rs. 10 each	EGM
3.	02/03/2015	5,00,000 Equity Shares of Rs. 10 each	15,00,000 Equity Shares of Rs. 10 each	EGM
4.	12/07/2016	15,00,000 Equity Shares of Rs. 10 each	20,00,000 Equity Shares of Rs. 10 each	EGM
5.	22/08/2017	20,00,000 Equity Shares of Rs. 10 each	30,00,000 Equity Shares of Rs. 10 each	EGM
6.	27/11/2017	30,00,000 Equity Shares of Rs. 10 each	70,00,000 Equity Shares of Rs. 10 each	EGM

### Share Capital History of the Company

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)	Cumulative Share Capital (Rs.)	Nature of / Reasons for Allotment
1	As per Memorandum	10,000	10,000	10	10	Cash	1,00,000	On Subscription to MOA
2	20-October-2014	2,90,000	3,00,000	10	10	Cash	30,00,000	Further Allotment
3	31-March-2015	12,00,000	15,00,000	10	10	Cash	1,50,00,000	Further Allotment
4	14-September-2016	2,50,000	17,50,000	10	80	Cash	1,75,00,000	Further Allotment
5	31-March-2017	1,25,000	18,75,000	10	80	Cash	1,87,50,000	Further Allotment
6	27-November-2017	18,75,000	37,50,000	10	NA	Consideration Other than Cash	3,75,00,000	Bonus Issue
7	25-September-2018	6,25,000	43,75,000	10	144	Cash	4,37,50,000	Private Placement

Subscribers to MOA are as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Dhirendra Gautam Chopra	5,000
2.	Kavita Dhirendra Chopra	5,000
		<b>10,000</b>

The list of allottees to whom further shares were issued as on 20<sup>th</sup> October, 2014 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dhirendra Gautam Chopra	1,45,000
2	Kavita Dhirendra Chopra	1,45,000
		<b>2,90,000</b>

The list of allottees to whom further shares were issued as on 31<sup>st</sup> March, 2015 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dhirendra Gautam Chopra	6,00,000
2	Kavita Dhirendra Chopra	6,00,000
		<b>12,00,000</b>

The list of allottees to whom further shares were issued as on 14<sup>th</sup> September, 2016 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dhirendra Gautam Chopra	1,25,000
2	Kavita Dhirendra Chopra	1,25,000
		<b>2,50,000</b>

The list of allottees to whom further shares were issued as on 31<sup>st</sup> March, 2017 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dhirendra Gautam Chopra	62,500
2	Kavita Dhirendra Chopra	62,500
		<b>1,25,000</b>

The list of allottees to whom bonus shares were issued in the ratio of 1:1 as on 27<sup>th</sup> November, 2017 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dhirendra Gautam Chopra	9,37,500
2	Kavita Dhirendra Chopra	9,35,000
3	Gautam Chopra	500
4	Nirmala Chopra	500
5	Naitik Chopra	500
6	Namrata Mehta	500
7	Harak Jain	500
		<b>18,75,000</b>

The list of allottees to whom shares were issued on private placement basis as on 25<sup>th</sup> September, 2018 is as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1	Dipalee Ameet Desai	62,500
2	Hemant Navinchandra Shah	34,720
3	Manish Devendrabhai Shah HUF	17,360
4	Samir Rohitbhai Shah HUF	34,720
5	Monarch Comtrade Private Limited	4,16,670
6	Dimple Amar Parikh	17,360

Sr. No.	Name of the Allottees	No. of shares Allotted
7	Shaishav Rakeshbhai Shah	41,670
		<b>6,25,000</b>

**3. Equity Shares issued for consideration other than cash by Our Company:**

Except for as mentioned above, our Company has not issued any other equity shares for consideration other than cash.

**4. Except as mentioned below, our Company has not made any allotment of Equity Shares at price below the Issue Price during the preceding one year:**

Sr. No.	Date of Allotment of Equity Shares	No. of shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Allottees	No. of Shares Allotted	Category
1.	25-Sep-18	6,25,000	10	144	Private Placement	Dipalee Ameet Desai	62,500	Public
						Hemant Navinchandra Shah	34,720	Public
						Manish Devendrabhai Shah HUF	17,360	Public
						Samir Rohitbhai Shah HUF	34,720	Public
						Monarch Comtrade Private Limited	4,16,670	Public
						Dimple Amar Parikh	17,360	Public
						Shaishav Rakeshbhai Shah	41,670	Public

**5. Capital Build up of the Promoters**

Name of the Promoter	Date of Allotment	No. of Equity Shares Allotted	FV (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Source of funds*	% of the Paid-up Capital	
							Pre-Issue	Post-Issue
Dhirendra Gautam Chopra	18-Oct-13	5,000	10	10	On Incorporation	Own Source	0.1	0.08
	20-Oct-14	1,45,000	10	10	Further Allotment	Own Source:- Rs.4,00,000 Borrowings:- Rs.10,50,000	3.32	2.43
	31-Mar-15	6,00,000	10	10	Further Allotment	Own Source:- Rs.16,50,000 Borrowings:- Rs.43,50,000	13.72	10.08
	14-Sep-16	1,25,000	10	80	Further Allotment	Own Source:- Rs.23,40,000 Borrowings:- Rs.76,60,000	2.86	2.1
	31-Mar-17	62,500	10	80	Further Allotment	Own Source:- Rs.8,90,000 Borrowings:- Rs.41,10,000	1.43	1.05
	27-Nov-17	9,37,500	10	NA	Bonus Issue	NA	21.43	15.75
	<b>Total</b>	<b>18,75,000</b>					<b>42.86</b>	<b>31.49</b>
Kavita	18-Oct-13	5,000	10	10	On Incorporation	Own Source	0.1	0.08

Name of the Promoter	Date of Allotment	No. of Equity Shares Allotted	FV (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Source of funds*	% of the Paid-up Capital	
							Pre-Issue	Post-Issue
Dhirendra Chopra	20-Oct-14	1,45,000	10	10	Further Allotment	Own Source:- Rs.4,50,000 Borrowings:- Rs.10,00,000	3.32	2.43
	31-Mar-15	6,00,000	10	10	Further Allotment	Own Source:- Rs.18,00,000 Borrowings:- Rs.42,00,000	13.72	10.08
	14-Sep-16	1,25,000	10	80	Further Allotment	Own Source:- Rs.26,00,000 Borrowings:- Rs.74,00,000	2.86	2.1
	31-Mar-17	62,500	10	80	Further Allotment	Own Source:- Rs.13,00,000 Borrowings:- Rs.37,00,000	1.43	1.05
	20-Jul-17	(500)	10	10	Transfer to Gautam Jasraj Chopra	NA	(0.01)	(0.01)
	20-Jul-17	(500)	10	10	Transfer to Naitik Gautam Chopra	NA	(0.01)	(0.01)
	20-Jul-17	(500)	10	10	Transfer to Nirmala Gautam Chopra	NA	(0.01)	(0.01)
	20-Jul-17	(500)	10	10	Transfer to Namrata Abhishek Mehta	NA	(0.01)	(0.01)
	20-Jul-17	(500)	10	10	Transfer to Harak Jain	NA	(0.01)	(0.01)
	27-Nov-17	9,35,000	10	NA	Bonus Issue	NA	21.37	15.71
<b>Total</b>		<b>18,70,000</b>					<b>42.75</b>	<b>31.4</b>
<b>Total Promoter Holding</b>		<b>37,45,000</b>					<b>85.61</b>	<b>62.89</b>

\*Sources of Promoters Contribution was certified by Statutory Auditors of the Company Chopra Shah & Associates, Chartered Accountants, pursuant to their certificate dated February 14, 2018.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

None of the Equity Shares held by our Promoters are pledged.

#### 6. Capital Build up of the Promoter Group

Name of the Promoter Group	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Gautam Chopra	20-Jul-17	500	10	10	Transfer from Kavita Chopra	0.01	0.01
	27-Nov-17	500	10	NA	Bonus Issue	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
Nirmala Chopra	20-Jul-17	500	10	10	Transfer from Kavita Chopra	0.01	0.01
	27-Nov-17	500	10	NA	Bonus Issue	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>



Name of the Promoter Group	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Naitik Chopra	20-Jul-17	500	10	10	Transfer from Kavita Chopra	0.01	0.01
	27-Nov-17	500	10	NA	Bonus Issue	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
Namrata Mehta	20-Jul-17	500	10	10	Transfer from Kavita Chopra	0.01	0.01
	27-Nov-17	500	10	NA	Bonus Issue	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
Harak Jain	20-Jul-17	500	10	10	Transfer from Kavita Chopra	0.01	0.01
	27-Nov-17	500	10	NA	Bonus Issue	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Total Promoter Group Holding</b>		<b>5,000</b>				<b>0.1</b>	<b>0.1</b>

### 7. Details of Promoters' contribution and Lock-in

As per Regulation Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the post-issue equity share capital of our Company ('minimum Promoters' contribution') shall be locked in by our Promoters for a period of 3 (Three) years from the date of Allotment.

The Promoters' contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Company has obtained written consents dated February 07, 2019 from our Promoters for the lock-in of 12,00,000 equity shares for a period of 3 (Three) years from the date of Allotment in the Issue. The details of the equity shares held by our Promoters, which are locked in for a period of 3 (Three) years from the date of Allotment in the Issue are given below:

#### Promoter Contribution and Lock-in Details

##### For 3 Years

Name of the Promoter	Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post- Issue
Dhirendra Gautam Chopra	31-Mar-15	6,00,000	Further Allotment	10	10	13.72	10.08
	<b>Total</b>	<b>6,00,000</b>					
Kavita Dhirendra Chopra	31-Mar-15	6,00,000	Further Allotment	10	10	13.72	10.08
	<b>Total</b>	<b>6,00,000</b>					
<b>Total Lock-in</b>		<b>12,00,000</b>				<b>27.44</b>	<b>20.16</b>

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Issue.

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for 3 (Three) years does not consist of:

- Equity shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- Equity shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue;
- Equity shares pledged with any creditor.

Further, (i) no equity shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013 and (ii) our Company has not been formed by the conversion of a partnership firm into a company.

The share certificates for the equity shares in physical form, which are subject to lock-in, shall carry the inscription 'non-transferable' and the non-transferability details shall be informed to the depositories.

#### ***Equity shares locked-in for one year***

As per Regulation 238(b) of the SEBI (ICDR) Regulations, 2018, in addition to 20% of the post-issue shareholding of our Company ('minimum Promoters' contribution') locked-in for 3 (Three) years, the balance equity shares, i.e. 25,45,000 equity shares, held by the Promoters in excess of minimum Promoters' contribution shall be **locked in for a period of 1 (One) year** from the date of Allotment in the Issue. Further, such lock-in of the equity shares would be created as per the bye laws of the Depositories.

Also, as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share capital of the Company held by persons other than Promoters shall be locked-in for a period of 1 (One) year.

#### ***For 1 year***

Name of the Promoter Group	Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post- Issue
<b>Dhirendra Gautam Chopra</b>	18-Oct-13	5,000	On Incorporation	10	10	0.1	0.08
	20-Oct-14	1,45,000	Further Allotment	10	10	3.32	2.43
	14-Sep-16	1,25,000	Further Allotment	10	80	2.86	2.1
	31-Mar-17	62,500	Further Allotment	10	80	1.43	1.05
	27-Nov-17	9,37,500	Bonus Issue	10	NA	21.43	15.75
	<b>Total</b>	<b>12,75,000</b>				<b>29.14</b>	<b>21.41</b>
<b>Kavita Dhirendra</b>	18-Oct-13	5,000	On Incorporation	10	10	0.1	0.08

<b>Chopra</b>	20-Oct-14	1,45,000	Further Allotment	10	10	3.32	2.43
	14-Sep-16	1,25,000	Further Allotment	10	80	2.86	2.1
	31-Mar-17	62,500	Further Allotment	10	80	1.43	1.05
	27-Nov-17	9,35,000	Bonus Issue	10	NA	21.37	15.71
		(2,500)	Transferred*			(0.05)	(0.05)
	<b>Total</b>	<b>12,70,000</b>				<b>29.03</b>	<b>21.32</b>
<b>Gautam Jasraj Chopra</b>	20-Jul-17	500	Transfer from Mrs. Kavita Chopra	10	10	0.01	0.01
	27-Nov-17	500	Bonus Issue	10	NA	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Nirmala Gautam Chopra</b>	20-Jul-17	500	Transfer from Mrs. Kavita Chopra	10	10	0.01	0.01
	27-Nov-17	500	Bonus Issue	10	NA	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Naitik Gautam Chopra</b>	20-Jul-17	500	Transfer from Mrs. Kavita Chopra	10	10	0.01	0.01
	27-Nov-17	500	Bonus Issue	10	NA	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Namrata Abhishek Mehta</b>	20-Jul-17	500	Transfer from Mrs. Kavita Chopra	10	10	0.01	0.01
	27-Nov-17	500	Bonus Issue	10	NA	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Harak Jain</b>	20-Jul-17	500	Transfer from Mrs. Kavita Chopra	10	10	0.01	0.01
	27-Nov-17	500	Bonus Issue	10	NA	0.01	0.01
	<b>Total</b>	<b>1,000</b>				<b>0.02</b>	<b>0.02</b>
<b>Total Lock-in</b>		<b>25,50,000</b>				<b>53.28</b>	<b>42.83</b>

\*total 2,500 shares were transferred from Mrs. Kavita Dhirendra Chopra in the tranches of 500 shares dated July 20, 2017 to Gautam Chopra, Nirmala Chopra, Naitik Chopra, Namrata Mehta and Harak Jain.

### ***Other requirements in respect of 'lock-in'***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of Regulation 238(a) of the SEBI (ICDR) Regulations, 2018, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and the pledge of specified securities is one of the terms of sanction of the loan.

### 8. Our Shareholding Pattern

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### Summary Statement – Holding of Specified Securities

Category	Category of Shareholder	Nos . of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in Equity shares			Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights (Pre-issue)				No (a)	As a % of total Shares held (b)	
						Equity Shares	Total	Total as% of (A+B+C)				
(A)	Promoter & Promoter Group	7	37,50,000	37,50,000	85.71	37,50,000	37,50,000	85.71	85.71	Nil	Nil	Nil
(B)	Public	7	6,25,000	6,25,000	14.29	6,25,000	6,25,000	14.29	14.29	Nil	Nil	Nil
(C)	Non Promoter - Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	14	43,75,000	43,75,000	100	43,75,000	43,75,000	100	100	Nil	Nil	Nil

**Statement showing shareholding pattern of Promoter and Promoter Group**

	Category & Name of the Shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in equity shares			Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights				No (a)	As a % of total Shares held (b)	
						Equity shares	Total	Total as % of (A)				
1	Indian											
(a)	Individuals/ Hindu undivided Family	7	37,50,000	37,50,000	85.71	37,50,000	37,50,000	85.71	85.71	Nil	Nil	Nil
	Dhirendra Gautam Chopra		18,75,000	18,75,000	42.86	18,75,000	18,75,000	42.86	42.86	Nil	Nil	Nil
	Kavita Dhirendra Chopra		18,70,000	18,70,000	42.75	18,70,000	18,70,000	42.75	42.75	Nil	Nil	Nil
	Gautam Chopra		1,000	1,000	0.02	1,000	1,000	0.02	0.02	Nil	Nil	Nil
	Nirmala Chopra		1,000	1,000	0.02	1,000	1,000	0.02	0.02	Nil	Nil	Nil

	Naitik Chopra		1,000	1,000	0.02	1,000	1,000	0.02	0.02	Nil	Nil	Nil
	Namrata Mehta		1,000	1,000	0.02	1,000	1,000	0.02	0.02	Nil	Nil	Nil
	Harak Jain		1,000	1,000	0.02	1,000	1,000	0.02	0.02	Nil	Nil	Nil
(b)	<b>Central Government / State Government (s)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	<b>Financial Institutions/ Banks</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	<b>Any Other</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>37,50,000</b>	<b>37,50,000</b>	<b>85.71</b>	<b>37,50,000</b>	<b>37,50,000</b>	<b>85.71</b>	<b>85.71</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
2	<b>Foreign</b>											
(a)	<b>Individuals (Non-Resident Individuals/ Foreign Individuals)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	<b>Government</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	<b>Institutions</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	<b>Foreign Portfolio Investor</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



(f)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<i>Total Shareholdin g of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</i>	7	37,50,000	37,50,000	85.71	37,50,000	37,50,000	85.71	85.71	Nil	Nil	Nil

**Statement Showing Shareholding Pattern of Public**

	Category & Name of the Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in equity shares			Share-holding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights				No (a)	As a % of total Shares held (b)	
						Equity shares	Total	Total as% of total voting rights				
1	Institutions											
(a)	Mutual Funds/	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Alternate Investment Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Foreign Portfolio Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(h)	<b>Provident Funds/ Pension Funds</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i)	<b>Any Other (specify)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (B)(1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	Nil	Nil	<b>Nil</b>
2	<b>Central Government / State Government (s)/ President of India</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (B)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
3	<b>Non-institutions</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(a)	<b>Individuals -</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.</b>	<b>1</b>	<b>17,360</b>	<b>17,360</b>	<b>0.4</b>	<b>17,360</b>	<b>17,360</b>	<b>0.4</b>	<b>0.4</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Dimple Amar Parikh</b>		17,360	17,360	0.4	17,360	17,360	0.4	0.4	Nil	Nil	Nil
	<b>Others less than 1 %</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	<b>ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.</b>	<b>3</b>	<b>1,38,890</b>	<b>1,38,890</b>	<b>3.17</b>	<b>1,38,890</b>	<b>1,38,890</b>	<b>3.17</b>	<b>3.17</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Dipalee Ameet Desai</b>		62,500	62,500	1.43	62,500	62,500	1.43	1.43	Nil	Nil	Nil
	<b>Hemant Navinchandra Shah</b>		34,720	34,720	0.79	34,720	34,720	0.79	0.79	Nil	Nil	Nil
	<b>Shaishav Rakeshbhai Shah</b>		41,670	41,670	0.95	1,34,500	1,34,500	0.95	0.95	Nil	Nil	Nil
	Others less than 1 %	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	<b>NBFCs registered with RBI</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	<b>Employee Trusts</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	<b>Overseas Depositories (holding DRs) (balancing figure)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	<b>Any Other (specify)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(i)	<b>Hindu Undivided Family (HUF)</b>	<b>2</b>	<b>52,080</b>	<b>52,080</b>	<b>1.19</b>	<b>52,080</b>	<b>52,080</b>	<b>1.19</b>	<b>1.19</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	Manish Devendra Bhai HUF		17,360	17,360	0.4	17,360	17,360	0.4	0.4	Nil	Nil	Nil
	Samir Rohitbhai HUF		34,720	34,720	0.79	34,720	34,720	0.79	0.79	Nil	Nil	Nil
(ii)	<b>Companies</b>	<b>1</b>	<b>4,16,670</b>	<b>4,16,670</b>	<b>9.53</b>	<b>4,16,670</b>	<b>4,16,670</b>	<b>9.53</b>	<b>9.53</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	Monarch Comtrade Private Limited		4,16,670	4,16,670	9.53	4,16,670	4,16,670	9.53	9.53	Nil	Nil	Nil
	<b>Sub-Total (B)(3)</b>	<b>7</b>	<b>6,25,000</b>	<b>6,25,000</b>	<b>14.29</b>	<b>6,25,000</b>	<b>6,25,000</b>	<b>14.29</b>	<b>14.29</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2) +(B)(3)</b>	<b>7</b>	<b>6,25,000</b>	<b>6,25,000</b>	<b>14.29</b>	<b>6,25,000</b>	<b>6,25,000</b>	<b>14.29</b>	<b>14.29</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

*\*None of the shares are partly paid up*

*\*None of the shares are underlying Depository Receipts*

*\*None of the shares are underlying Outstanding Convertible Securities (including warrants)*

*\*None of the shares are/have been Pledged*

Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.

- a) As on the date of this Draft Prospectus, there are no partly paid-up shares/ outstanding convertible securities/ warrants in our Company.
- b) The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 1% of the total number of shares: 2

<i>Sr. No.</i>	<i>Name of the Shareholders</i>	<i>No. of equity shares</i>	<i>As a % of Pre- Issued Equity Share Capital</i>
1	Dipalee Ameet Desai	62,500	1.43
2	Monarch Comtrade Private Limited	4,16,670	9.53
	<b>Total</b>	<b>4,79,170</b>	<b>10.96</b>

- c) The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 5% of the total number of shares: 1

<i>Sr. No.</i>	<i>Name of the Shareholders</i>	<i>No. of equity shares</i>	<i>As a % of Pre- Issued Equity Share Capital</i>
1	Monarch Comtrade Private Limited	4,16,670	9.53
	<b>Total</b>	<b>4,16,670</b>	<b>9.53</b>

- d) There are no equity shares against which depository receipts have been issued.
- e) Other than the equity shares, there are no other class of securities issued by our Company.

**9. The shareholding pattern of our Company showing the aggregate shareholding before and after the Issue is set forth below:**

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>Pre-Issue</b>		<b>Post-Issue</b>	
		<b>No. of equity shares</b>	<b>As a % of Issued Equity</b>	<b>No. of equity shares</b>	<b>As a % of Issued Equity</b>
<b>A</b>	<b>Promoters</b>				
1	Dhirendra Gautam Chopra	18,75,000	42.86	18,75,000	31.49
2	Kavita Dhirendra Chopra	18,70,000	42.75	18,70,000	31.4
	<b>Total (A)</b>	<b>37,45,000</b>	<b>85.61</b>	<b>37,45,000</b>	<b>62.89</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
1	Gautam Jasraj Chopra	1,000	0.02	1,000	0.02
2	Nirmala Gautam Chopra	1,000	0.02	1,000	0.02
3	Naitik Gautam Chopra	1,000	0.02	1,000	0.02
4	Namrata Abhishek Mehta	1,000	0.02	1,000	0.02
5	Harak Jain	1,000	0.02	1,000	0.02
	<b>Total (B)</b>	<b>5,000</b>	<b>0.1</b>	<b>5,000</b>	<b>0.1</b>
<b>C</b>	<b>Public</b>				

1	Dipalee Ameet Desai	62,500	1.43	62,500	1.05
2	Hemant Navinchandra Shah	34,720	0.79	34,720	0.58
3	Manish Devendrabhai Shah HUF	17,360	0.4	17,360	0.29
4	Samir Rohitbhai Shah HUF	34,720	0.79	34,720	0.58
5	Monarch Comtrade Private Limited	4,16,670	9.53	4,16,670	7
6	Dimple Amar Parikh	17,360	0.4	17,360	0.29
7	Shaishav Rakeshbhai Shah	41,670	0.95	41,670	0.7
	<b>Total (C)</b>	<b>6,25,000</b>	<b>14.29</b>	<b>6,25,000</b>	<b>10.49</b>
<b>D</b>	<b>TOTAL (A+B+C)</b>	<b>43,75,000</b>	<b>100</b>	<b>43,75,000</b>	<b>73.48</b>

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

<b>Name of Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in Rs.)</b>
Mr. Dharendra Guatam Chopra	18,75,000	12
Mrs. Kavita Dharendra Chopra	18,70,000	12

**11.** Till date our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391- 394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013.

**12.** Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

**13. Details of Major Shareholders:**

*(a) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company as on date of this Draft Prospectus:*

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>No. of equity shares</b>	<b>As a % of Pre- Issued Equity Share Capital</b>
1	Dhirendra Gautam Chopra	18,75,000	42.86
2	Kavita Dharendra Chopra	18,70,000	42.75
3	Dipalee Ameet Desai	62,500	1.43
4	Monarch Comtrade Private Limited	4,16,670	9.53
	<b>Total</b>	<b>42,24,170</b>	<b>96.57</b>

*(b) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 2 years prior to the date of filing this Draft Prospectus:*

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>No. of equity shares</b>	<b>As a % of Pre- Issued Equity Share Capital</b>
1	Dhirendra Gautam Chopra	8,75,000	20
2	Kavita Dharendra Chopra	8,75,000	20
	<b>Total</b>	<b>17,50,000</b>	<b>40</b>



(c) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 1 years prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Dhirendra Gautam Chopra	18,75,000	42.86
2	Kavita Dhirendra Chopra	18,70,000	42.75
	<b>Total</b>	<b>37,45,000</b>	<b>85.61</b>

(d) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 10 days prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Dhirendra Gautam Chopra	18,75,000	42.86
2	Kavita Dhirendra Chopra	18,70,000	42.75
3	Dipalee Ameet Desai	62,500	1.43
4	Monarch Comtrade Private Limited	4,16,670	9.53
	<b>Total</b>	<b>42,24,170</b>	<b>96.57</b>

14. Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines, 1999.
15. Our Company has issued Equity Shares during a period of one year preceding the date of this Draft Prospectus at a price lower than the Issue price. The details for the same have been mentioned under “Share Capital History of the Company” on page no. 56.
16. 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 the date of this Draft Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six 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 exchangeable, directly or indirectly, for our equity shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use equity shares as a currency for acquisition or participation in such joint ventures.
17. During the past 6 (Six) months immediately preceding the date of this Draft Prospectus, there has been transactions in our equity shares, which have been purchased/ sold/ transferred by our Promoters, their relatives and associates, persons in Promoter Group [as defined under Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018] or the directors of the company which is a Promoter of the Company and/or the Directors of the Company. The details for the same have been mentioned under “Share Capital History of the Company” on page no. 56.
18. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the 6 (Six) months preceding the date of this Draft Prospectus .
19. Our Company, our Promoters, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

20. There are no safety net arrangements for the Issue.
21. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in.
22. In case of over-subscription in all categories the allocation in the Issue shall be in accordance with the requirements of regulation 253(2) of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
23. Under-subscription, if any, in any portion would be met out of the spillover from other categories at the sole discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange.
24. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our equity shares.
25. All the equity shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in the Issue.
27. The Issue is being made through Fixed Price method.
28. Our Company has not raised any bridge loan against the proceeds of the Issue.
29. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
31. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
32. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in the Issue.
33. We have 14 shareholders as on the date of filing of this Draft Prospectus.
34. None of the other Promoters and members of our Promoter Group will participate in this Issue.
35. The Lead Manager i.e. Monarch Networth Capital Limited and their associates except Monarch Comtrade Private Limited do not hold any Equity Shares in our Company as on the date of filing of the Draft Prospectus. Monarch Comtrade Private Limited holds 4,16,670 equity shares as on the date of this Draft Prospectus which is 9.53% of Pre-Issue Share Capital of the Company. The directors of Monarch Comtrade Private Limited are Mr. Himanshu Shah and Mr. Bankim Shah, where Mr. Himanshu Shah and Mr. Bankim Shah form part of Promoter group of Lead Manager. Also, Monarch Comtrade Private Limited will hold 7% of Post-Issue Share capital of the company.
36. Our Company has not made any public issue since its incorporation.

37. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Draft Prospectus
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three financial years i.e. 2018, 2017 and 2016 and eight months period ending on November 30, 2018 refer to paragraph titled '**Annexure 24: Statement of Related Parties' Transactions**' in the chapter titled 'Restated Financial Statement' beginning on page no. 144 of this Draft Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled '**Our Management**' beginning on page no. 121 of this Draft Prospectus.
41. None of our Promoters, Promoter Group, Directors and their relatives has entered into any arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Prospectus.
42. The unsubscribed portion in any reserved category may be added to any other reserved category.
43. The unsubscribed portion, if any after such interse adjustments among the reserved categories shall be added back to the net offer to the public portion.
44. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

## OBJECTS OF THE ISSUE

This Issue is being undertaken to meet the objects, as set forth herein, and to realize the benefits of listing of our Equity Shares on Stock Exchanges, which in our opinion would enhance our Company's visibility, brand name and enable us to avail of future growth opportunities. The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on NSE EMERGE Platform.

The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

1. Purchase of Fit outs for stores;
2. To meet Working Capital Requirements;
3. General Corporate Purpose; and
4. Issue Expenses

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

The main objects of our Memorandum of Association permits us to undertake our existing activities and the activities for which the funds are being raised by us, through the present Issue. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

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.

## FUND REQUIREMENTS

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

(Rs. In Lakhs)			
Sr. No.	Particulars	Amount	% of the total Issue size
1.	Purchase of Fit outs for stores	[●]	[●]
2.	To meet working capital requirement	[●]	[●]
3.	General Corporate Expenses	[●]	[●]
4.	Issue Expenses	100.00	[●]
	<b>Total</b>	[●]	<b>100.00</b>

The fund requirements mentioned above are based on internal management estimates of our Company and the Lead Manager do not have any opinion on the justification for the same with regards to its exact requirement or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. The figures are relied on the documentary evidences provided by the Company, upto the extent available. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

## MEANS OF FINANCE

(Rs. In Lakhs)

Sr. No.	Particulars	Amount
1.	Public Issue Proceeds	[●]
2.	Internal Accruals	NIL
	<b>Total</b>	[●]

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, the requirement under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 of firm arrangements of finance through verifiable means towards 75% of the stated means of finance excluding the amount to be raised through Issue Proceeds or Internal Accruals is not applicable.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 19 of the Draft Prospectus.

## FUNDS DEPLOYED

### Details of funds already deployed till date and sources of funds deployed

(Rs. In Lakhs)

Sr. No.	Particulars	Funds already Deployed	Funds to be Deployed	Total Funds Required
1.	Purchase of Fit outs	--	[●]	[●]
2.	To meet working capital requirement	--	[●]	[●]
3.	General Corporate Expenses	--	[●]	[●]
4.	Issue Expenses	8.1	91.9	100.00
	<b>Total</b>	<b>8.1</b>	<b>[●]</b>	<b>[●]</b>

- Working Capital requirement as certified by the Statutory Auditors of our Company, viz. M/s Chopra Shah & Associates, Chartered Accountants pursuant to their certificate dated [●].
- The funds deployed for Issue Expense up to February 05, 2019 as certified by the Statutory Auditors of our Company, viz. M/s Chopra Shah & Associates, Chartered Accountants pursuant to their certificate dated February 09, 2019. The funds deployed for issue expenses will be recouped from the Issue Proceeds.

The Management of the Company, in accordance with the policies set up by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

## DETAILS OF THE REQUIREMENT OF FUNDS

### I. Purchase of Fit outs for Stores

The fit outs for stores primarily include mechanical, electrical and plumbing, furniture, fixtures, display and storage materials and trollies, IT equipments, software and security systems. Based on the Architect Certificate, the estimated cost of various items for the purposes of applying fit outs for an aggregate built-up area of [●] sq. ft. (the —Aggregate Fit-Out Area) on the basis of the Average Store Area is set out below:

Sr. No.	Items	Rate in per sq. ft.	Total fit out cost for aggregate fit-out area
1.	Mechanical, electrical and plumbing- supply and installation and Civil Work	[●]	[●]
2.	Furniture, fixtures, display and storage materials and trollies	[●]	[●]
3.	IT equipments, software, security systems and others - supply and installation	[●]	[●]
	Total	[●]	[●]

The cost to be incurred towards mechanical, electrical and plumbing includes cost of power supply (transformer, electrical panels and cables), power back-up (diesel generator, UPS and inverter with battery), electrical fittings (lighting fixtures and fan), electrical contractors' work (electrical installation), hydrant system, pump house, fire extinguisher, alarm and sprinkler system.

The cost to be incurred towards furniture, fixtures, display and storage materials and trollies includes cost of office furniture and fixtures, supply and installation of racking systems, trollies, chillers, freezers, logo, checkout counters and ticket holders.

The cost to be incurred towards IT equipments, software, security systems and others includes cost of security System (CCTV, DVR, metal detector), IT system such as computers, servers, networking and other peripherals and other bought out items such as aircurtain, staff locker, insect killer, vault, bins, door metal detector, filing cabinets, etc

### II. Working Capital Requirement

The Company's business is working capital intensive and the Company avails majority of its working capital requirement in the ordinary course of its business from its internal accruals and Bank Finance. As on March 31, 2018, the Company's net working capital consisted of Rs. 1803 Lakhs. Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs. [●] Lakhs for FY 2018-19 and Rs. [●] Lakhs for FY 2019-20.

As of the date of this Draft Prospectus, the Company meets its working capital facility through internal accruals and cash credit facilities from banks. Keeping in mind, the continuous growth of the business and growing demand of Stationery products, we require additional working capital primarily for financing the project work in progress and this business vertical in the long run.

#### ***Basis of estimation of working capital requirement and estimated working capital requirement:***

The detailed calculation of the working capital requirement of the Company based on estimates, post expansion is as given below:

(Amt in Lakhs)

Particulars	Existing As on March 31, 2018	Estimated As on March 31, 2019	Estimated As on March 31, 2020
<b>Current Assets</b>			
Inventories	5033.01	[●]	[●]
Trade Receivables	45.13	[●]	[●]
Cash and Cash Equivalents	233.24	[●]	[●]
Short Term Loans & Advances	96.46	[●]	[●]
Other Current Assets	2.53	[●]	[●]
<b>Total Current Assets (A)</b>	<b>5410.36</b>	[●]	[●]
<b>Current Liabilities (other than short term borrowings)</b>			
Trade Payables	3149.82	[●]	[●]
Other Current Liabilities	139.46	[●]	[●]
Short Term Provisions	318.08	[●]	[●]
<b>Total Current Liabilities (B)</b>	<b>3607.36</b>	[●]	[●]
<b>TOTAL WC REQUIREMENTS (A-B)</b>	<b>1803.00</b>	[●]	[●]
<b>Funding Pattern:</b>			
WC Facilities from Bank*	906.38	[●]	[●]
Internal Accruals	896.62	[●]	[●]
Private Placement	-	[●]	[●]
Issue Proceeds	-	-	[●]

#### *Basis of estimation of working capital requirement*

Particulars	No. of Days	
Inventory- Work In Progress	[●]	Inventories expected for March 31, 2019 has been estimated based on inventory turnover days i.e. [●] Months
Debtors	[●]	Trade Receivables expected for March 31, 2019 has been estimated based on inventory turnover days i.e. [●] months
Creditors	[●]	Trade Payables for March 31, 2019 has been estimated based on inventory turnover days i.e. [●] month.

### **III. General Corporate Expenses**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes. We intend to deploy Net Issue proceeds aggregating Rs. [●] Lakhs towards the General Corporate Purposes for normal capital expenditure, strategic initiatives, expanding into new geographies, branding, pre-operative expenses and strengthening our marketing capabilities to drive our business growth.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue

### **IV. Issue Expenses**

The expenses of this Issue include, among others, underwriting and Issue management fees, Intermediaries fees, printing and stationery expenses, advertisement expenses and legal fees etc. The total estimated expenses are Rs. 100 Lakhs which is [●] % of Issue Size. The details of Issue expenses are tabulated below:



(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the total issue size
1.	Issue management fees including fees and reimbursements of Market Making fees and Underwriting.	43	[●]
2.	Regulatory expenses and payment to other intermediaries, Advertisement & Marketing Expenses and other out of pocket expenses, selling commissions, brokerages.	57	[●]
	<b>Total</b>	<b>100</b>	<b>[●]</b>

#### PROPOSED YEAR-WISE DEPLOYMENT OF FUNDS AND SCHEDULE OF IMPLEMENTATION:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs. In Lakhs)

Particulars	Total Amount	Already Incurred	Amount to be deployed by 31/3/2019	Amount to be deploy by 31/3/2020
Repayment of existing secured loans	[●]	--	[●]	[●]
Part Funding expenditure for setting up new stores	[●]	--	[●]	[●]
Working capital Requirements	[●]	--	[●]	[●]
General Corporate Expenses	[●]	--	[●]	[●]
Issue Expenses	100.00	8.1	91.9	--
<b>Total</b>	<b>[●]</b>	<b>8.1</b>	<b>[●]</b>	<b>[●]</b>

The above mentioned amount deployed by our Company towards the aforementioned objects shall be recouped by our Company from the Issue Proceeds of the Issue.

The Management of the Company, in accordance with the policies set up by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

#### BRIDGE FINANCING FACILITIES

As on the date of this Draft Prospectus, we have currently not raised any bridge loans against the Proceeds of the Issue.

#### SHORTFALL OF FUNDS

In case of any shortfall in the proceeds to meet the objects mentioned above, our management may explore a range of options, including utilizing internal accruals or seeking debt or additional equity. In case of surplus funds either due to lower utilization than what is stated above or surplus Net Proceeds after meeting all the above mentioned objects, such surplus shall be utilized towards general corporate purposes. Alternatively, if surplus funds are unavailable or in the event of cost overruns, we expect that a shortfall will be met by way of such means available to our Company including internal accruals and/or appropriate debt or equity arrangements.

#### APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our

Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Such deposits will be approved by our management from time to time. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### **MONITORING OF ISSUE PROCEEDS**

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakhs, under the SEBI (ICDR) Regulations 2018 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 Listing Regulations, 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 Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

### **VARIATION IN OBJECTS**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **OTHER CONFIRMATIONS**

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

## BASIS FOR ISSUE PRICE

The Issue Price is 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. [●]/-per Equity Share and is [●] times the face value.

The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '**Risk Factors**' and '**Financial Statements**' on page no. 19 and 144, respectively, of this Draft Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

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

- Experienced promoters and Management Expertise;
- Brand Image;
- Value-retailing to a well defined target consumer base; and
- Networking strength

For details of Qualitative factors please refer to the paragraph '**Our Competitive Strengths**' in the chapter titled '**Business Overview**' beginning on page no. 99 of this Draft Prospectus.

### QUANTITATIVE FACTORS

The information presented in this section relating to the Company is based on the restated financial statements of the Company for the period ended November 30, 2018 and for the Financial Year 2017-18, 2016-17 and 2015-16 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic & Diluted Earnings Per Share (EPS):

Period	Basic and Diluted EPS (In Rs.)	Weights
Fiscal 2018	14.28	3
Fiscal 2017	5.40	2
Fiscal 2016	2.35	1
<b>Weighted Average</b>	<b>9.33</b>	
<b>8 Months ended on November 30, 2018</b>	<b>12.27</b>	

#### Notes:

- (i) The figures disclosed above are based on the restated financial statements of the Company.
- (ii) The face value of each Equity Share is Rs. 10.00.
- (iii) Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- (iv) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV on page no.152.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●]/-:**

Particulars	P/E at the Issue Price of Rs. [●]/-:
Based on the Basic and Diluted EPS of Rs. 14.28, as per restated financial statements for the year ended March 31, 2018	[●]
Based on the Basic and Diluted EPS of Rs. 5.40, as per restated financial statements for the year ended March 31, 2017	[●]
Based on the weighted average EPS of Rs.____, as per restated financial statements	[●]
<b>Industry PE*</b>	
Highest	251.47
Lowest	25.99
Industry Composite PE	96.48

\*Source : [www.bseindia.com](http://www.bseindia.com); [www.screener.com](http://www.screener.com);

3. **Return on Net Worth#:**

Period	Return on Net Worth (%)	Weights
Year ended March 31, 2018	47.81	3
Year ended March 31, 2017	15.13	2
Year ended March 31, 2016	18.02	1
<b>Weighted Average</b>	<b>31.95</b>	
<b>8 Months ended on November 30, 2018</b>	<b>19.01</b>	

#Restated Profit after Tax/Net Worth

4. **Minimum Return on increased Net Worth required to maintain Pre-Issue EPS**

- Based on Basic and Diluted EPS, as adjusted of FY 2017-18 of Rs. 14.28 at the Issue Price of Rs. [●]:
  - [●]% on the restated financial statements.
- Based on Weighted Average Basic and Diluted EPS, as adjusted of Rs. 9.33 at the Issue Price of Rs. [●]:
  - [●]% on the restated financial statements.

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

Particulars	Amt. (in Rs.)
As on November 30, 2018	57.00
As on March 31, 2018	29.86
As on March 31, 2017	31.16
As on March 31, 2016	13.06

#### 6. Comparison of Accounting Ratios with Industry Peers:

Sr. No.	Particulars	Face Value	EPS 31/3/18	P/E 12/02/2019	RONW	NAV 31/3/18	CMP 12/02/2019
		(In Rs.)	(In Rs.)	Ratio	(%)	(In Rs.)	
1	Osia Hyper Retail Limited	10	15	[●]	48.61	29.86	10
2	Avenue Supermarts Limited	10	12.6	114.26	16.9	74.39	1439.65
3	V-Mart Retail Limited	10	42.9	58.81	22.36	192	2523.00
4	V2 Retail Limited	10	9.62	25.99	11.35	83.21	250.00
5	Aditya Consumer Limited	10	2.04	31.89	6.56	15.18	65.05
6	Future Consumer Limited	6	0.17	251.47	2.48	6.85	42.75

- 1) Based on March 31, 2018 financial statements as reported to BSE & NSE
- 2) Based on March 31, 2018 restated financial statement.
- 3) Basic & Diluted Earnings per share (EPS), as adjusted
- 4) Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]/-

#### 7. The face value of Equity Shares of our Company is Rs. 10 per Equity Share and the Issue Price of Rs. [●]/- per Equity Share is [●] times the face value.

The Issue Price of Rs. [●]/- is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled '**Risk Factors**', and chapters titled '**Business Overview**' and '**Restated Financial Statement**' beginning on page no.19, 99 and 144, respectively of this Draft Prospectus.

*Investors should read the above mentioned information along with section titled "Our Business", "Risk Factors" and "Financial Information of the Company" beginning on page no. 99, page no.19 and page no. 144 respectively including important profitability and return ratios, as set out in "Annexure 23" to the Financial Information of the Company on page no 144 of the Draft Prospectus to have a more informed view.*

## STATEMENT OF TAX BENEFITS

To,  
**The Board of Directors,**  
**Osia Hyper Retail Limited**  
4D square, Opp. IIT Eng. College,  
Nr. D-mart, Visat, Gandhinagar Highway,  
Motera, Ahmedabad – 380005.

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to Osia Hyper Retail Limited ("the Company") and its shareholders prepared in accordance with the requirement in SCHEDULE VI – CLAUSE (IX) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')**

We hereby report that the enclosed annexure prepared by the Company, states the possible special Tax benefits available to the Company and the shareholders of the Company under the Income – Tax Act, 1961 ('Act'), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Issue") by the Company.

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

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statements are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For J Vageriya & Associates  
Chartered Accountants  
F.R.N.:124193W

**Sd/-**

CA. Jitendra Vageriya

Partner

Membership No: 114424

Place: Ahmedabad

Date: 9th February, 2019

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

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

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

**A. SPECIAL TAX BENEFITS TO THE COMPANY: - NIL**

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER: - NIL**

Note:

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



## SECTION V – ABOUT THE ISSUER COMPANY

### INDUSTRY OVERVIEW

*The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.*

#### Global Economic Overview

Global growth has eased, but remains robust, and is projected to reach 3.1 percent in 2018. It is expected to edge down in the next two years to 2.9 percent by 2020, as global slack dissipates, trade and investment moderate, and financing conditions tighten. Global growth remains robust but has softened in recent months, as manufacturing activity and trade have shown signs of moderation. The ongoing withdrawal of monetary policy accommodation in advanced economies has led to some tightening of global financing conditions, while oil prices are substantially higher than previously expected. Global inflation is trending up, but only gradually and from low levels. Global activity is still lagging previous expansions despite a decade-long recovery from the global financial crisis. Accordingly, after reaching 3.1 percent in 2018, global growth is projected to moderate in 2019-20, edging down to 2.9 percent by the end of the forecast period. Global growth projections are above estimates of potential, suggesting that capacity constraints will become more binding and inflation will continue to rise during the forecast horizon.

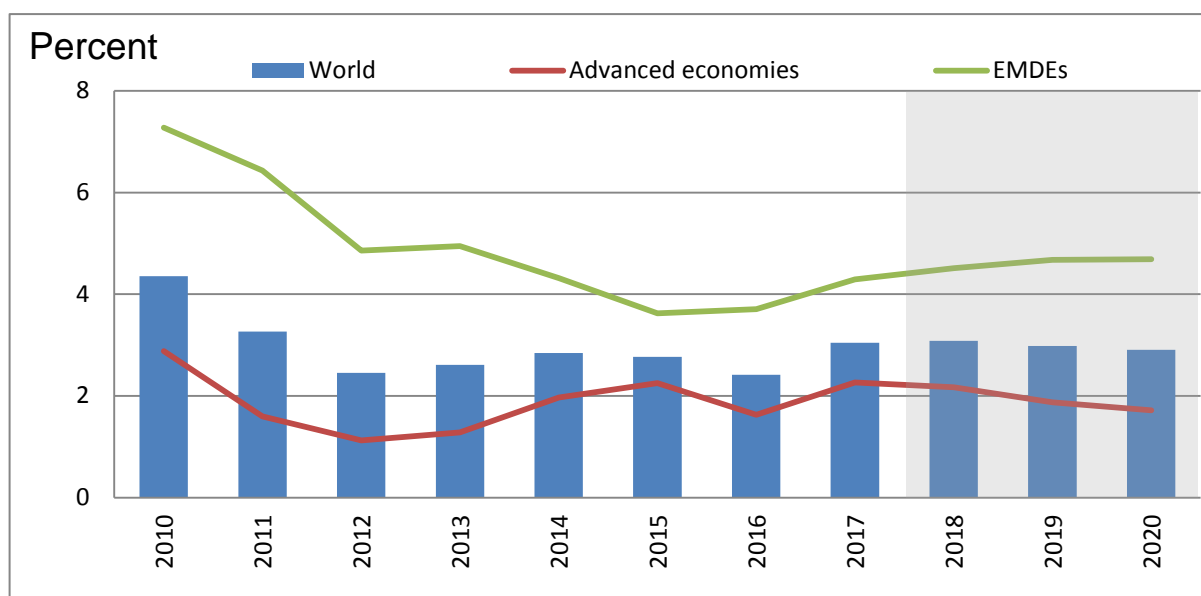
Growth in advanced economies is expected to decelerate toward potential rates over the forecast period, as monetary policy stimulus is pared down, higher energy prices weigh on consumption, and the effect of U.S. fiscal expansion wanes. A projected deceleration of capital spending in these economies, combined with that in China, will contribute to more moderate global trade growth in 2019 and 2020. Shifts in the policy mix of advanced economies most notably, monetary policy tightening and fiscal policy loosening in the United States are expected to result in a faster-than-previously-anticipated increase in global interest rates, and hence in EMDE borrowing costs.

In advanced economies, growth remains above potential despite signs of softening. In the United States, significant fiscal stimulus will boost near-term activity. As the recovery matures over the forecast horizon and monetary policy accommodation is pared down, growth is projected to moderate toward its potential rate. Although recent indicators in advanced economies suggest some moderation, they continue to point to solid investment and above-potential growth this year across countries.

Global trade was robust last year, benefiting from an upturn in capital spending and manufacturing activity. It is expected to moderate over the forecast period amid decelerating global investment. Financing conditions are expected to tighten more rapidly than previously envisioned, along with the possibility of faster normalization of monetary policy in major advanced economies, in part because of expanded U.S. fiscal stimulus measures. Capital flows to EMDEs have eased amid rising borrowing costs and are likely to further moderate. Oil prices are substantially higher than previously expected, and other commodity prices have also risen. While near term projections for commodity prices have been revised up, they are expected to level off later in the forecast horizon.

EMDE growth is expected to reach 4.5 percent in 2018. The rebound in commodity exporters has continued, and activity in commodity importers remains robust. Beyond this year, however, EMDE growth is projected to strengthen only slightly, approaching its potential pace, as the recovery in commodity exporters matures.

Looking forward, global interest rates are expected to rise at a faster pace than previously predicted, as upward revisions to the U.S. growth outlook lead to a somewhat steeper pace of U.S. interest rate hikes in 2019-20 (Above-trend growth and narrowing economic slack will also lead to further monetary policy normalization in other advanced economies. Policy interest rates in the Euro Area and Japan are not expected to increase before 2019, but a drawdown of net asset purchases by major central banks is projected to put upward pressure on global long-term yields. In particular, the European Central Bank is expected to bring its asset purchase program to a close by the end of 2018, and the U.S. Federal Reserve is on track to shrink its balance sheet by 4 percent of GDP by the end of 2020. The latter reduction could add a cumulative 40 basis points to U.S. long-term yields over the same period.



(Source: <http://www.worldbank.org/en/publication/global-economic-prospects>)

### **Indian Economic Scenario**

The Indian economy is expected to witness an average GDP growth of 7.3% over 2020-22, says a Morgan Stanley research report. According to the global financial services major, the structural growth story in India remains strong from a medium term perspective.

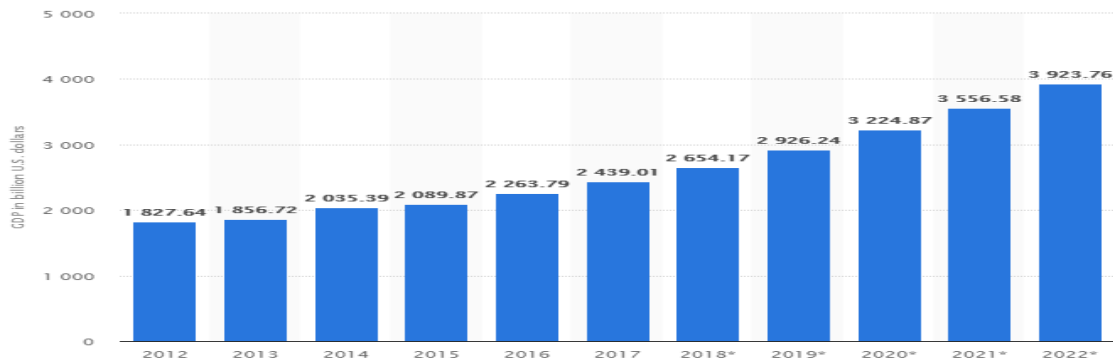
“The uptick in the private capex cycle, which we anticipate will begin in 2018, will ensure that the economy enters into a sustained and productive growth cycle,” Morgan Stanley said in a research note, adding that over 2020-22, it expects the economy to post an average GDP growth of 7.3%. Moreover, the overall policy mix will also remain supportive of a further improvement in productivity, which will help keep macro stability risks limited, it added.

The global brokerage expects recovery in private capital spending in 2018 which will aid in overall economic recovery. Moreover, corporate returns expectations and balance sheet fundamentals are also improving, and a strengthening financial system will be able to meet investment credit demand.

“This sets the stage for a fully-fledged recovery in 2018, and we expect real GDP growth to accelerate from 6.4% in 2017 to 7.5% in 2018 and further to 7.7% in 2019,” it said. On prices, the report said the cyclical growth recovery and normalizing food prices are expected to drive a pick-up in headline inflation.

(source: [www.livemint.com/Politics/MyIrStnuXSWp0knF6QZkIJ/India-to-post-average-GDP-growth-of-73-over-2022-Morga](http://www.livemint.com/Politics/MyIrStnuXSWp0knF6QZkIJ/India-to-post-average-GDP-growth-of-73-over-2022-Morga))

#### India: Gross domestic product (GDP) in current prices from 2012 to 2022 (in billion U.S. dollars)



(Sources: [www.statista.com/statistics/263771/gross-domestic-product-gdp-in-india](http://www.statista.com/statistics/263771/gross-domestic-product-gdp-in-india))

### Indian Retail Industry:

#### INTRODUCTION

The Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. Total consumption expenditure is expected to reach nearly US\$ 3,600 billion by 2020 from US\$ 1,824 billion in 2017. It accounts for over 10 per cent of the country's Gross Domestic Product (GDP) and around 8 per cent of the employment. India is the world's fifth-largest global destination in the retail space.

Retail market in India is projected to grow from US\$ 680 billion in 2017 to US\$ 1.2 trillion in 2018. India's modern retail is expected to double in size over the next three years. The modern retail market in India is expected to grow from US\$ 13.51 billion in 2016 to US\$ 26.67 billion in 2019.

India's retail sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in Tier-II and Tier-III cities. Healthy economic growth, changing demographic profile, increasing disposable incomes, urbanisation, changing consumer tastes and preferences are the other factors driving growth in the organised retail market in India.

#### MARKET SIZE

India's retail market is expected to increase by 60 per cent to reach US\$ 1.1 trillion by 2020, on the back of factors like rising incomes and lifestyle changes by middle class and increased digital connectivity. While the overall retail market is expected to grow at 12 per cent per annum, modern trade would expand twice as fast at 20 per cent per annum and traditional trade at 10 per cent. In FY17, organised retail market contributed 7 per cent of the total sector and unorganised retail market contributed the rest 93 per cent of the sector.

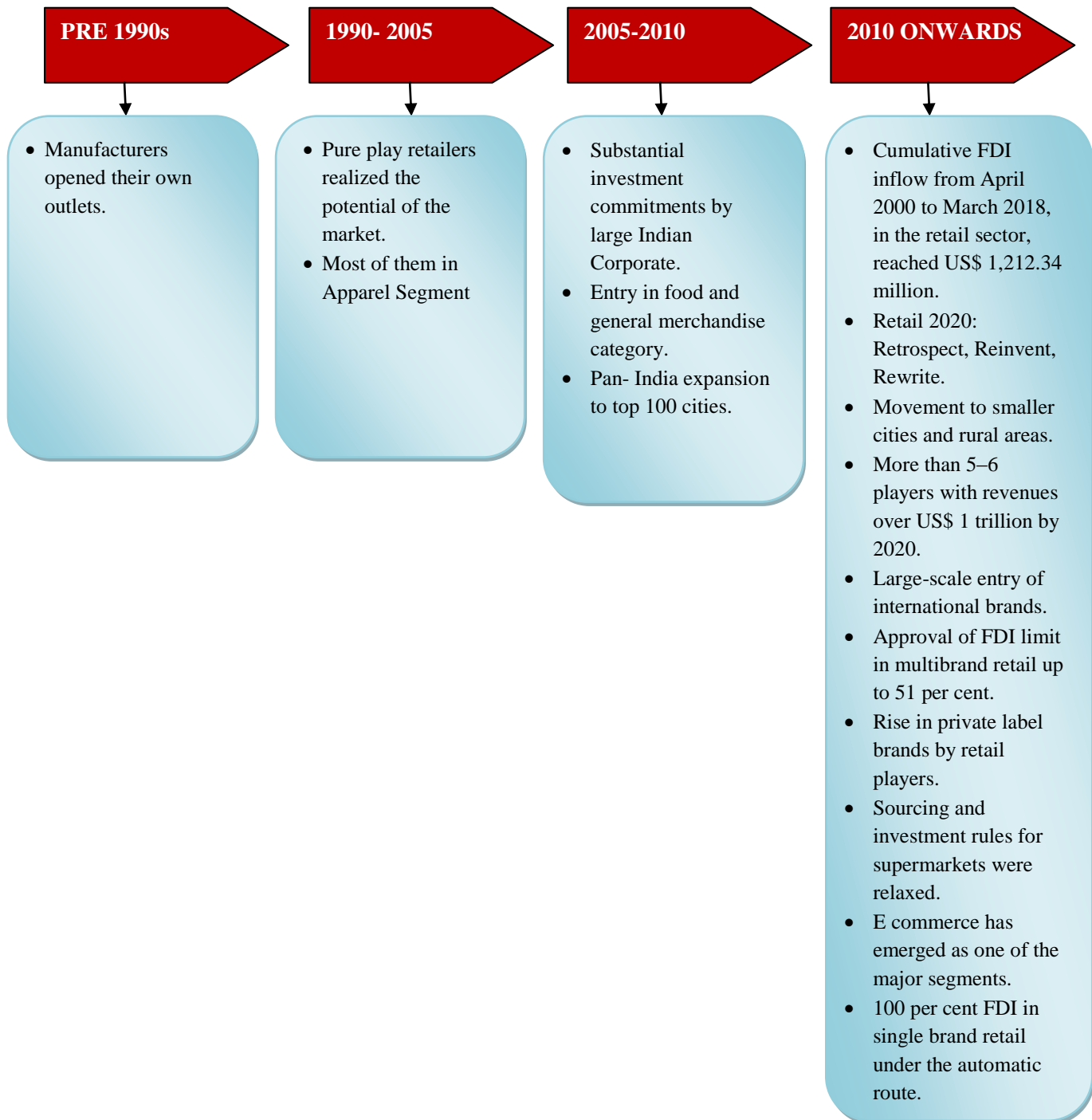
India's population is taking to online retail in a big way. Online retail sale is forecasted to grow at the rate of 31 per cent to reach US\$ 32.70 billion in 2018. Revenue generated from online retail is projected to grow to US\$ 60 billion by 2020. Increasing participation from foreign and private players has given a boost to Indian retail industry. Online retail is expected to be at par with the physical stores in the next five years and has grown 23 per cent to \$17.8 billion in 2017. India is expected to become the world's third-largest consumer economy, reaching US\$ 400 billion in consumption by 2025.

The Indian retail market is in its nascent stage. The unorganised and organised players accounted for 91 per cent and nine per cent, respectively of the market during FY 18. The organised retail in India is growing at a CAGR of 20-25 per cent per year. In 2020, it is estimated that organised retail penetration share would reach 10 per cent and unorganised retail penetration would hold a major share of 90 per cent. The unorganised retail sector in India has huge untapped potential for adopting digital mode of payments, as 63 per cent of the retailers are interested in using digital payments like mobile and card payments.

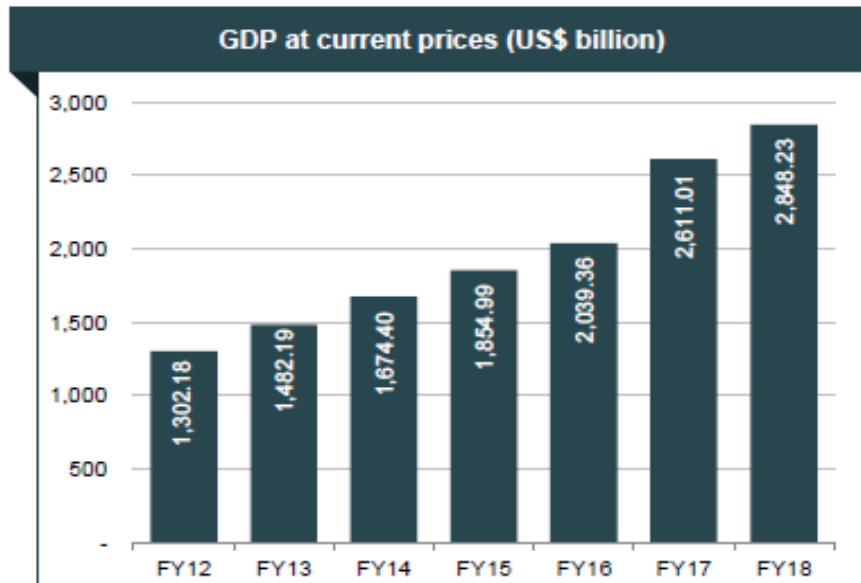
FMCG market in India is expected to grow at a CAGR of 27.86 per cent and is expected to increase to US\$ 103.7 billion by 2020 from Rs 3.4 lakh crore (US\$ 52.75 billion) in FY2018. Luxury market of India is expected to grow to US\$ 30 billion by the end of 2018 from US\$ 23.8 billion 2017 supported by growing exposure of international brands amongst Indian youth and higher purchasing power of the upper class in tier 2 and 3 cities, according to Assocham. Final consumption expenditure is set to increase at a CAGR of 25.44 per cent from 2017-2021. Total consumption expenditure is expected to reach nearly US\$ 3600 billion by 2020 from US\$ 1,824 billion in 2017. Also, India's contribution to global consumption is expected to more than double to 5.8 per cent by 2020.

India has occupied a remarkable position in global retail rankings. It has high market potential, low economic risk and moderate political risk. India's high growth potential compared to global peers has made it more favourable. India is expected to become the world's third-largest consumer economy, reaching US\$ 400 billion in consumption by 2025, according to a study by Boston Consulting Group. In FDI Confidence Index, India ranks 11th (after U.S., Canada, Germany, United Kingdom, China, Japan, France, Australia, Switzerland and Italy). India is also ranked first in the Global Retail Development Index 2017, backed by rising middle class and rapidly growing consumer spending.

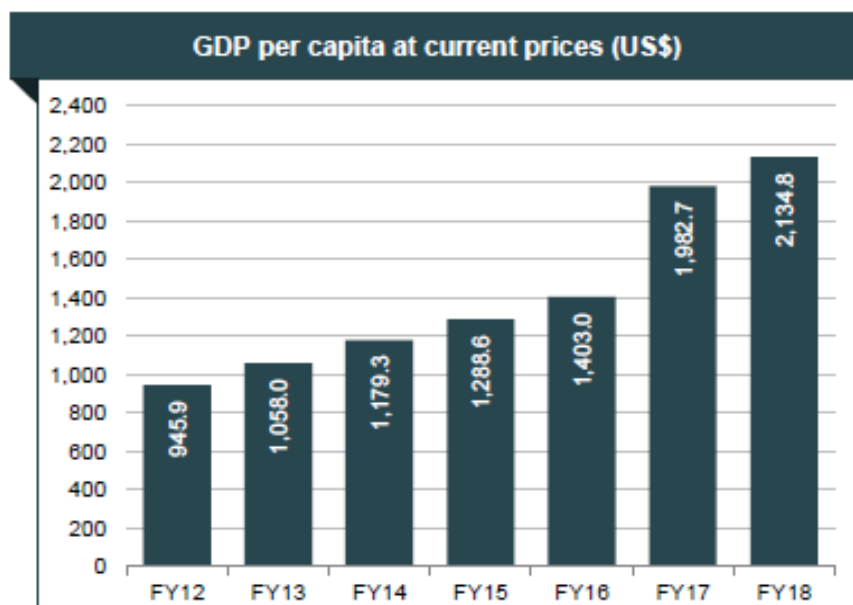
## EVOLUTION OF RETAIL IN INDIA



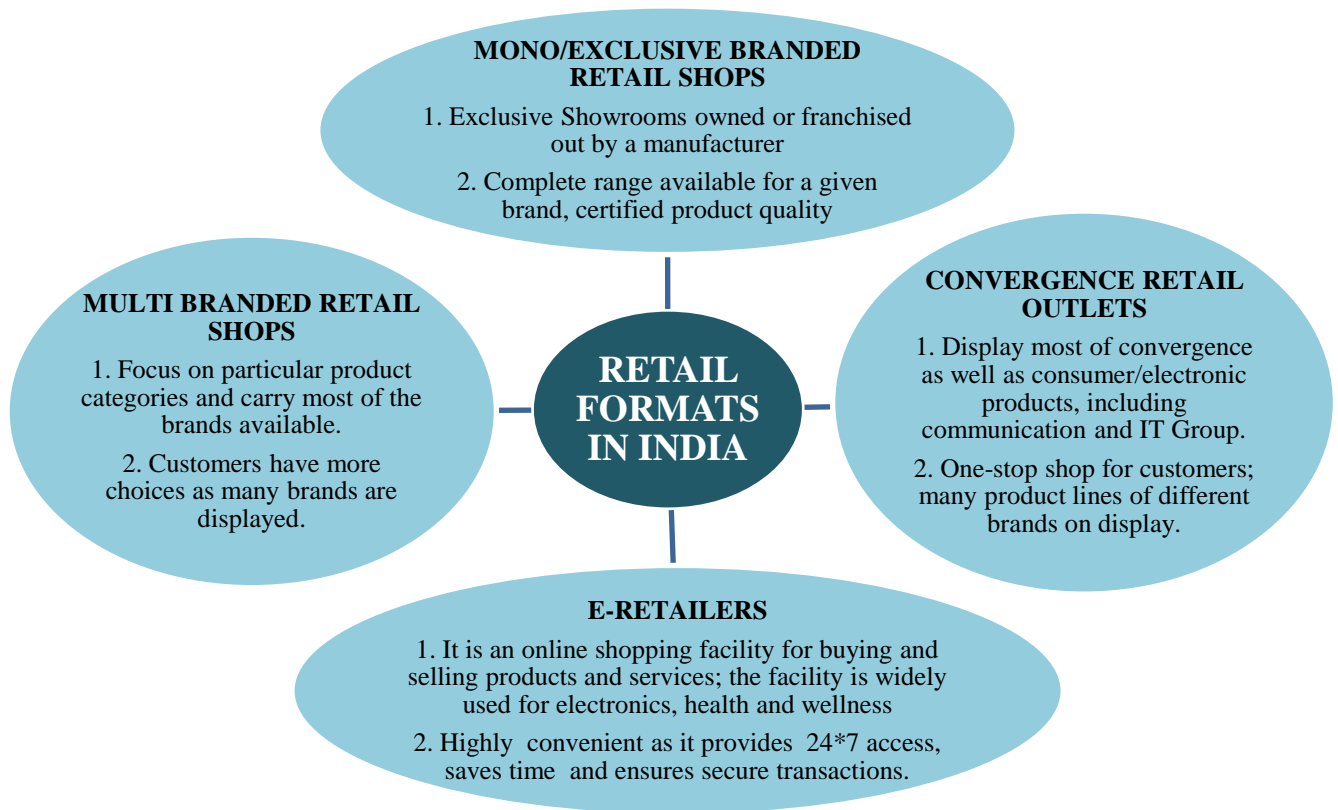
## INCOME GROWTH TO DRIVE DEMAND FOR ORGANISED RETAIL



Multiple drivers are leading to strong growth in Indian retail through a consumption boom. Significant growth in discretionary income and changing lifestyles are among the major growth drivers of Indian retail. Easy availability of credit and use of ‘plastic money’ have contributed to a strong and growing consumer culture in India. Acceptance and usage of e-retailers by consumers are increasing due to convenience and secured financial transactions. Expansion in the size of the upper middle class and advertisement has led to greater spending on luxury products and high brand consciousness. In FY18, GDP at current prices was US\$ 2,848.23 billion and GDP per capita at current prices was US\$ 2,134.8.



## RETAIL FORMATS IN INDIA



## INDIA CONSUMER SPENDING

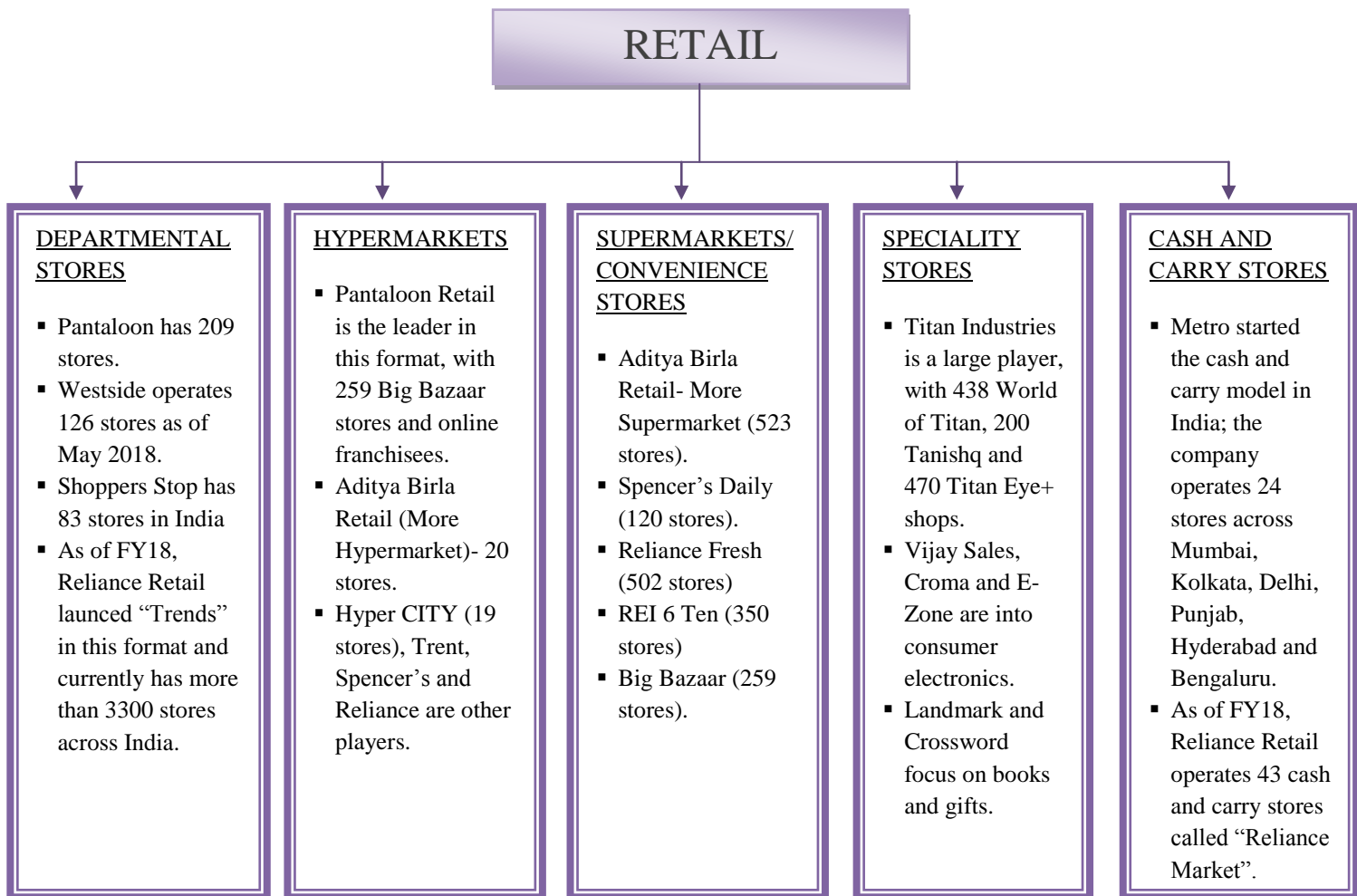
Consumers are enjoying an ever-increasing proliferation of choices—larger established brands reforming with both online and in-store operations; and newer online or application-based only entrants are emerging. Not surprisingly, consumers continue to hold elevated expectations for their shopping experience.

Consumer Spending in India decreased to 18526.63 INR Billion in the second quarter of 2018 from 18988.44 INR Billion in the first quarter of 2018. Consumer Spending in India averaged 10738.61 INR Billion from 2004 until 2018, reaching an all time high of 19190.11 INR Billion in the fourth quarter of 2017 and a record low of 4469.88 INR Billion in the third quarter of 2004.





## COMPETITIVE LANDSCAPE IN INDIAN RETAIL SECTOR



## GROWTH DRIVERS FOR RETAIL IN INDIA

1. **Consumer Preferences:** India's per capita GDP increased to Rs 98,867 (US\$ 1,534.01) in FY18 from Rs 93,888 (US\$ 1,399.43). Indian consumers are now shifting more towards premium brands by paying more for value and service.
2. **Brand Consciousness:** Factors like young demographic composition, increasing personal disposable income, more preference towards affordable luxury and rising middle class population are developing preferences for specific brands.
3. **Consumer Finance Opportunities:** Consumers have become more comfortable using online services due to demonetisation. Online retail segment provides various credit and payment options driven by increasing internet penetration, speed, 24-hour accessibility and convenient and secured transactions.
4. **FDI Approvals:** Department of Industrial Policy and Promotion (DIPP) approved three foreign direct investments (FDI), Mountain Trail Food, Kohler India Corporation, and Merlin Entertainments India in the single brand retail sector. The DIPP has approved two FDI proposals worth more than Rs 400 crore (US\$ 62.45 million) within the retail sector.
5. **Investments:** India's retail market witnessed investments worth US\$ 800 million by Private Equity (PE) firms and wealth funds in 2017. India's retail sector attracted Rs 9.5 billion (US\$ 147.40 million) investments in FY18, at a growth rate of 35 per cent year-on-year from Rs 7 billion (US\$ 104.34 million) in FY17.

## RISING PROMINENCE OF ONLINE RETAIL

Online retail business is the next generation format which has high potential for growth. Currently, it is estimated to be a US\$ 50 billion opportunity. After conquering physical stores, retailers are now foraying into the domain of e-retailing. It had a market size of US\$ 18 billion in 2017 and is forecasted to reach US\$ 32.70 billion by 2018. Online retail market is estimated to reach US\$ 60 billion by 2020. The online retail market sales is forecasted to grow at the rate of 31 per cent year-on-year to reach US\$ 32.70 billion in 2018. It is forecasted to reach US\$ 71.94 billion by 2022.

India's ecommerce industry's sales rose 40 per cent year-on-year to reach Rs 9,000 crore (US\$ 1.5 billion) during the five-day sale period ending September 24, 2017, backed by huge deals and discounts offered by the major ecommerce companies. It is forecasted to reach US\$ 53 billion by 2018. The government plans to allow 100 per cent FDI in e-commerce, under the arrangement that the products sold must be manufactured in India to gain from the liberalised regime.

## INVESTMENT SCENARIO

The Indian retail trading has received Foreign Direct Investment (FDI) equity inflows totalling US\$ 1.42 billion during April 2000–June 2018, according to the Department of Industrial Policies and Promotion (DIPP). With the rising need for consumer goods in different sectors including consumer electronics and home appliances, many companies have invested in the Indian retail space in the past few months. Google and Paytm Mall to acquire 7-10 per cent stake in Future Retail with investment of Rs 3,500-4,000 crore (US\$ 522.08-596.66 million). Investments by private equity firms and wealth firms in Indian retail sector reached US\$ 800 million in 2017. India's retail sector attracted Rs 9.5 billion (US\$ 147.40 million) investments in FY18, at a growth rate of 35 per cent year-on-year from Rs 7 billion (US\$ 104.34 million) in FY17.

### ***FDI Policy Details on Single And Multi-Brand Retail in India***

The Government of India has introduced reforms to attract Foreign Direct Investment (FDI) in retail industry. The government has approved 51 per cent FDI in multi-brand retail and 100 per cent in single brand retail under the automatic route which is expected to give a boost to ease of doing business and Make in India, and plans to allow 100 per cent FDI in e-commerce. India will become a favourable market for fashion retailers on the back of a large young adult consumer base, increasing disposable incomes and relaxed FDI norms.

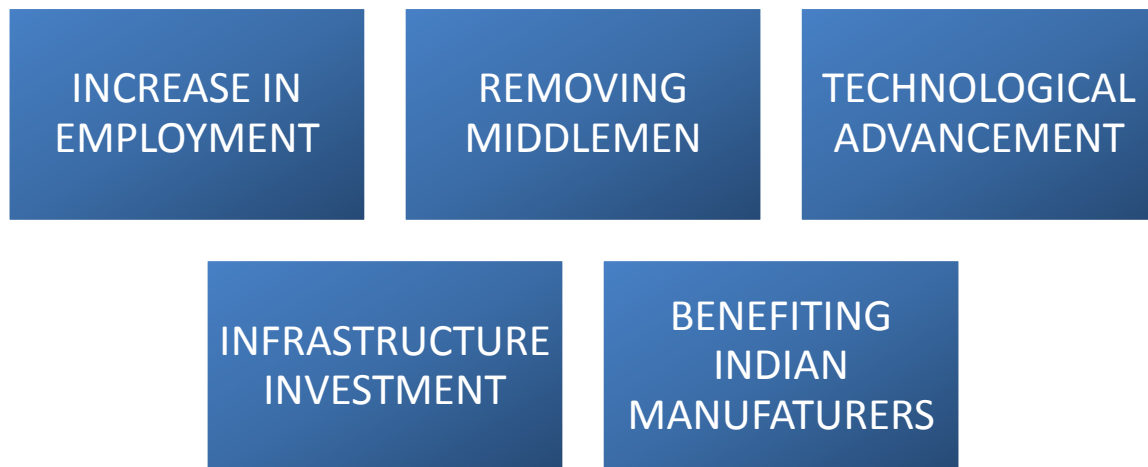
#### 51 per cent FDI in multi-brand retail:-

- a. Minimum investment cap is US\$ 100 million.
- b. 30 per cent procurement of manufactured or processed products must be from SMEs.
- c. Minimum 50 per cent of total FDI must be invested in backend infrastructure (logistics, cold storage, soil testing labs, seed farming and agro-processing units).
- d. Removes middlemen and provides better price to farmers.
- e. Development in retail supply chain system.
- f. 50 per cent of jobs in retail outlet could be reserved for rural youth and a certain amount of farm produce could be required to be procured from poor farmers.
- g. To ensure the Public Distribution System (PDS) and Food Security System (FSS), the government reserves the right to procure a certain amount of food grains.
- h. Multi-brand retail would keep food and commodity prices under control.
- i. Will cut agricultural waste as mega retailers would develop backend infrastructure.
- j. Consumers will receive higher quality products at lower prices and with better service.

#### 100 per cent FDI in single brand retail:-

- a. Products to be sold under the same brand internationally. Sale of multi-brand goods is not allowed, even if produced by the same manufacturer.
- b. 100 per cent FDI allowed in single-brand retail under the automatic route.
- c. Single brand retail entities have been allowed to set off their incremental sourcing of goods from India for global operations during the initial five years starting from the 1st April of the year of the opening of first store, as against the compulsory sourcing requirement of 30 per cent of purchases from India.
- d. 100 per cent FDI in retail trading of food products manufactured or produced in India.
- e. Liberalisation of FDI is expected to give a boost to ease of doing business and Make in India.

### Benefits of FDI in Indian Retail



### **KEY GOVERNMENT INITIATIVES**

Goods and Service Tax will remove the indirect tax regime, replacing a large number of indirect taxes and duties levied by the Central Government and State Governments. GST as a unified tax regime is expected to lead to a re-evaluation of procurement and distribution arrangements. Removal of excise duty on products would result in cash flow improvements.

Elimination of tax cascading is expected to lower input costs and improve profitability. Application of tax at all points of supply chain is likely to require adjustments to profit margins, especially for distributors and retailers. The CII survey 2018, a survey of over 200 businesses about one year of GST indicated moderate retail inflation due to GST.

Tax refunds on goods purchased for resale implies a significant reduction in the inventory cost of distribution. Distributors are also expected to experience cash flow from collection of GST in their sales, before remitting it to the government at the end of the tax-filing period.

### **ROAD AHEAD**

Both organised and unorganised retail companies have to work together to ensure better prospects for the overall retail industry, while generating new benefits for their customers. Nevertheless, the long-term outlook for the industry is positive, supported by rising incomes, favourable demographics, entry of foreign players, and increasing urbanisation.

India's price competitiveness attracts large retail players to use it as a sourcing base. Global retailers such as Walmart, GAP, Tesco and JC Penney are increasing their sourcing from India and are moving from third-party buying offices to establishing their own wholly-owned/wholly-managed sourcing and buying offices. India will become a favourable market for fashion retailers on the back of a large young adult consumer base, increasing disposable incomes and relaxed FDI norms.

(Source: [www.ibef.org/industry/retail-india.aspx](http://www.ibef.org/industry/retail-india.aspx))

## BUSINESS OVERVIEW

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page no.19 of this Draft Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Restated Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no.19, 144 and 170 respectively, of this Draft Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to "we", "us", "our" and "our Company" are to Osia Hyper Retail Limited and Group Entities as the case may be.*

### OVERVIEW

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. The CIN of the Company is U52190GJ2013PLC077269.

We are an emerging supermarket chain with a focus on value- retailing. We opened our first store in Ahmedabad, Gujarat in 2014, in the name of “**Osia Hypermart**”. It works on the same economy model as D-Mart, Big Bazaar, Star Bazaar and other various retail showroom chains. The idea was pioneered by entrepreneur Mr. Dharendra Chopra, the Promoter and Managing Director of the company.

As on date, we have 10 stores with retail business located across various cities in Gujarat. The Osia Hypermart stores have various divisions to meet the fluctuated shopping needs of customers. These incorporate Menswear, Women’s wear, Kid’s wear, Footwear, Cosmetics, Perfumes and Handbags, Household Accessories, lingerie, Gifts, Groceries, crockery, Handicrafts, utensils, handlooms, etc under one rooftop.

Our Company will enhance the democratized shopping in Gujarat and is so much more than a hypermarket. Our company stores have over thousands of products under a single roof that will cater to every need of a family and making Osia Hypermart public’s favorite shopping destination with a modern ambience and with the feel of a large retail mall.

At store, you will get the best products at the best prices- From apparel to general merchandise like plastics, home furnishing, utensils, crockery, cutlery, sports & outdoors, home appliances, home & kitchenware, game & consoles, innerwear & lingerie, Baby product & Kids, garments and many more. Osia Hypermart is the destination where you get products available at prices lower than MRP, setting a new level of standard in price, convenience and quality.

The organization would like to extend quickly with comparative arrangement stores that offer a fine balance amongst Quality and Cost retailing. Company is also planning to trade Wholesale, which will boost-up the growth of company and increase the scope of business and also Bulk trade with other retail stores and

competitors to increase their client coverage. The total concept and idea of shopping has undergone a vast drawing change in terms of format and consumer buying behavior, ushering in a revolution in shopping in India.

We believe our endeavor to facilitate one-stop-shop convenience for our customers' everyday shopping needs, along with our competitive pricing due to our local market knowledge, careful product assortment and supply chain efficiencies, has helped us achieve growth and success.

Our Revenues have grown from Rs. 9501.17 Lakhs in fiscal 2017 to Rs. 14180.02 Lakhs in fiscal 2018. Also, our revenue for the eight months period ending on November 30, 2018 is Rs. 14501.36 Lakhs. Our net profit after tax was Rs. 88.39 Lakhs in fiscal 2017 and Rs. 535.32 Lakhs in fiscal 2018. Also, our net profit for the nine months period ending on November 30, 2018 is Rs. 35.3 Lakhs.

### ***OUR PRESENCE:***

Our company started to expand our business and new stores were opened every year as below:

Financial Year	Number of new stores opened	City
2014-15	1	Ahmedabad
2015-16	2	Ahmedabad -2
2016-17	2	Ahmedabad – 1 Gandhinagar - 1
2017-18	3	Vadodara – 2 Dehgam – 1
2018-19	2	Ahmedabad-2

None of the stores have been closed till date.

### ***Our Distribution Centre:***

As on date of this Draft Prospectus, we have one Distribution Centre, which is located in Ahmedabad. We believe that our distribution centre has provided us with the following benefit:

- Streamline and consolidate certain administrative functions, logistics procedures and human resource requirements from the individual store level into the distribution centre level.
- Reduce costs and time by providing centralized procurement for products.
- Better inventory control with reduced stock shortages in stores due to use of our stock replenishment systems.
- Better margins due to efficient supply chain management.

### ***PRODUCTS WE OFFER:***

#### ***Apparels Department***

- **Men's Wear**
  1. Formal Shirts & Pants
  2. Causal Shirts & Pants
  3. Party Wears
  4. Fabrics (Cut Piece)
  5. Suits & Blazers
  6. Branded Garments
  7. Ties, Belts, Handkerchiefs
  8. Denims/ Jeans





- **Ladies Wear**
  1. Sarees
  2. Dress Materials
  3. Lingerie
  4. Nightwear
  5. Western Wear's



### **Kid's Department**

- a) **Infants Section**
  1. Shirts
  2. Jhabas
  3. Bibs Feedings
  4. Bed Items
  5. Baba Suits, Frocks
  6. Diapers, Pampers
  7. Other Baby Accessories
- b) **Boy's Section**
  1. T-Shirts, Jeans, Trousers
  2. Cotton Shirts, Codraw Pants
  3. Ethnic Wears
  4. Co-ordinates
  5. Rain Coats
  6. Winter Wears
- c) **Girls Section**
  1. Cotton Frocks
  2. Ethnic Wears
  3. Co-ordinates
  4. Western Wears
  5. Winter Wears
- d) **Toys Section**
  1. Soft toys
  2. Board Games
  3. Educational Toys
  4. Sports Item



### **Other Department**

- a) **Wardrobe**
  1. Cosmetics
  2. Fragrances
  3. Herbals
  4. Pharmaceuticals
- b) **Artificial Jewellery**
  1. Bangles
  2. Jewellery Sets



3. Bracelets
4. Hair Accessories
5. Bindies
6. Chins

**c) Plastics**

1. Buckets
2. Casseroles
3. Containers
4. Boxes
5. Flasks
6. Bowls
7. Jugs & Sippers
8. Bottles & Mugs



**d) Utensils**

1. Plates, Bowls, Glasses
2. Non Stick Cookware's
3. Kitchen Tools
4. Tiffin Boxes

**e) Crockery**

1. Crockery Cutlery
2. Table Material/Napkins
3. Dinner Sets
4. Wine, Juice Glasses



**f) Luggage**

1. Travel Bags
2. Trolleys
3. Schools & College Bags
4. Ladies Purse & Bags
5. Suitcase

**g) Footwear Department**

1. Sports Shoes
2. Casual Shoes
3. Formal Shoes
4. Men's Sandals
5. Ladies Sandals
6. Ladies casuals
7. Ladies Fancy Slippers
8. Children Shoes & Sandals



**h) Furniture Section**

1. Dining Table
2. Bedrooms Accessories
3. Hall Accessories (Sofa Sets, Chairs, Table, etc.)
4. Mattresses
5. Wardrobe, Almirah, etc.



**i) Home Lilen Department**

1. Bed Sheets, Bed Spreads, Pillows, Pillow Covers, Blanket, etc
2. Towels, Napkins
3. Curtains, Mats, Mosquito Nets, etc
4. Carpets, Cushion Covers, foot mats
5. Shopping bags, Fridge Cover, Home Appliances Covers

**j) Home Decor**

1. Flower Vase
2. Artificial Flowers
3. Candle Stand
4. Photo Frames
5. Assorted Color Stones
6. Water Falls(Artificial)

**k) Home Care**

1. Phenyl, Detergents
2. Washing Powder, etc
3. Dish Wash, Tissue Papers



**Food Department**

**a) Beverage**

1. Soft Drinks
2. Mineral Water
3. Fruit Juice

**b) Staple Section**

1. Dals, Rice, Ragi, etc
2. Atta, Rava items, Sugar, Salts, etc
3. Cooking Oil, Masala items
4. Dry Fruits
5. Ready to cook food & mix
6. Spices



**c) Others**

1. Snacks
2. Health Drinks
3. Corn Flakes, Chips
4. Chocolates and Confectionery

**d) Process Section**

1. Soups, Bread Item, Pickles
2. Instant Mix
3. Processed Food



**e) Fruits & Vegetables**

1. All kinds of fruits & vegetable at the lowest prices.



## AWARDS AND RECOGNITION

1. Emerging Brand in Retail Superstores (From 94.3 MY FM)
  - We have been awarded “Emerging Brand in Retail Superstores” in the year 2017 by the largest radio station network named MY FM.
2. Best Retailer in Gujarat (From 94.3 MY FM)
  - In the year of 2018, we were emerged as the “Best Retailer in Gujarat” by the largest radio station network named MY FM.
3. Certificate of Recognition (From Times Group Company)
  - Times Internet Limited has recognized our company as “Emerging Hyper-Retail Chain of the year” in the year of 2018.
4. Role Model Supermarketwala (From Ching’s Secret Brand)
  - Mr. Dharendra Gautam Chopra was awarded with trophy by one of our supplier, ‘Ching’s Secret’ which is one of the leading brand for Indian-Chinese cuisine.

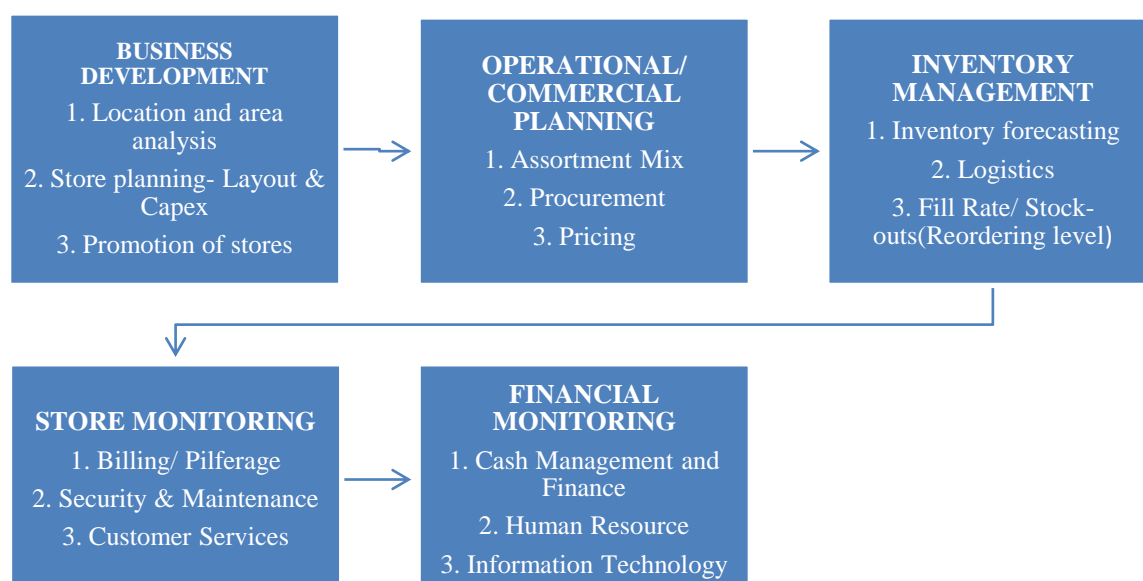
## SOURCING

The Osia Hypermart would be sourcing its products from the following destinations as mentioned below:

- ✓ Calcutta
- ✓ Mumbai
- ✓ Delhi
- ✓ Surat
- ✓ Agra
- ✓ Ahmedabad
- ✓ Tripur

Whereas our promoters have a strong network and knowledge about various players in the Industry and requisite experience; which would help in locating the proper products as per prevailing requirement of business.

## Our Business Process



1. **Business Development:-** When a suitable property in a location we are interested in becomes available on commercially attractive terms, we may further undertake a detailed analysis in relation to opening a new store at such location. In the process of opening new stores, we take various factors into account, including population density, customer traffic and vehicle traffic, customer accessibility, potential growth of local population, development potential and future development trends, estimated spending power of the population and local economy, profitability and payback period, estimated on the basis of the expected sales potential, strategic benefits, proximity and performance of competitors in the surrounding area and site characteristics and suitability with the specifications of our building plans.

We have in-house business development and project teams, focusing on acquiring properties for our new stores in accordance with our locational needs at reasonable prices and on timely completion of construction and commencement of operations. We have largely kept the layout and design of our stores consistent and predictable to make shopping with us easier. We believe that adoption of a standard formats for our stores has also helped us in establishing our brand in the markets where we operate.

We undertake promotion of our stores through print media and hoardings. Our advertising strategy aims to promote the —OSIA HYPERMART brand. We also advertise on the eve of festivals and certain holidays.

2. **Operational/ Commercial Planning:-** In relation to the Foods category, our procurement is from manufacturers, wholesalers, or distributors. In addition to carrying various brands preferred by local customers in a particular region, we retail private label goods including foods and staples which we buy in bulk quantities and package and brand after our quality checks and inspections. We believe that our merchandising and private labels have helped us differentiate ourselves from our competitors, in addition to achieving good margins. We also sell groceries and staples by weight depending on the availability of space and consumer preferences, both of which may differ from one store to another. We carefully select our suppliers to ensure that we sell good quality products and periodically evaluate our suppliers to ensure that their production standards meet our criteria.

In relation to the Non-Foods (FMCG) category, variants and promotions may be introduced, replaced and withdrawn at regular intervals by their manufacturers over which we have no control. Consequently, we are required to make retailing decisions on a real time basis. We ascertain the demand for various products in this category and monitor the inventory position on a continuous basis, to minimise our stock turnover time. We use internally ascertained, pre-determined stock levels at each store and replenish these with additional purchase requisitions as necessary.

3. **Inventory Management:-** Our stores utilise a computerised inventory management system, which allows us to track the inventory level. Our inventory management system also records specific information in respect of our inventory, such as stock description, merchandise mix and positioning, prices and sales, on an individual store basis. As the inventory management systems of all our stores are synchronised with our distribution centres and offices, we are able to share such information and data on a periodic basis, thereby allowing us to control our inventories effectively across each of our stores. Further, each product in our supermarket is coded with a unique bar code, and details of such items are instantly displayed on the screens of our check-out counters when scanned through a barcode scanner. All information on checked out merchandise is stored in our IT systems and available to our offices and distribution centres on a daily basis.

We strive to keep our inventory turnover days for all products to an optimum level. Our supply chain ensures that goods are dispatched in the appropriate quantities and times to reach our stores. The re-order levels for each supermarket store vary and are determined based on a combination of several factors including display levels, lead times for replenishment and average sales. We review these reorder levels on a continuous basis to factor in variances in demand based on seasons and trends.

We place orders with our suppliers based on the results of our analysis of customer demand and product assortment requirements to fit our customers' preferences. We believe that we take a conservative approach in our procurement to minimise expired products on our shelves. Orders are placed based on data generated from our inventory management systems in relation to current inventory levels as well as forecasted and historical inventory and sales data.



4. **Store Operations:-** We have established multiple security checks to control pilferage at our stores. Our employees screen the goods being carried out of the store by customers. Professional security guards oversee the screening process. In addition, we use CCTV monitoring at all our stores.

As a value-retail chain, we emphasise the reduction of cost at various stages and levels. We aim to reduce our operating and administrative costs by way of optimum utilisation of our human and other resources. We determine our staffing requirements on the basis of several factors including store space. As a measure for optimum utilisation of our space resources, we have adopted an efficient racking system by deploying higher racks to maximize the space available in store. The upper racks are utilised for storage and the lower ones for display.

We have established strict quality control procedures at all of our stores and distribution centres. In particular, we place emphasis on ensuring that our Foods products meets high quality and safety standards. Our stock receiving team at each distribution centre and at each store performs a series of daily checks of Foods products upon delivery. These include checks on appearance, smell, packing, production date, expiry date, net weight and brand logo. For fresh products and dairy products, approval documents and certificates have to be made available to us for verification before we can officially receive the products. Our store managers at each store conduct periodic checks based on such guidelines to ensure high quality standards are maintained. Our commitment to maintaining high quality and safety standards also includes internal regular and random quality checks on our food merchandise based on international standards.

We have an internal control system tailored for managing our multiple product categories to optimize the use and protection of assets, facilitate accurate and timely compilation of financial statements and management reports, and ensure compliance with applicable laws, regulations and company policies.

5. **Financial Monitoring:-** Cash represents a significant proportion of our sales proceeds. Payments by our customers at our stores are handled by our cashiers at our check-out counters. We reconcile our cash proceeds received from our sales against receipts recorded in our point-of-sale systems in all of our stores on a daily basis. As we handle a significant amount of cash every day, we have implemented necessary procedures for the handling of cash in our stores. Our daily cash proceeds are only handled by our cashiers, and surveillance cameras are set up in all of our stores to monitor the cashiers' counters. We also conduct daily checks on our cash proceeds against the records of deposit of cash from the bank and sales reports to ensure that sales are properly recorded by the point-of-sale systems. We believe that there have not been any material internal control deficiencies in our cash management system. We use an integrated and robust IT system specially built for us that covers major aspects of our business, including procurement, sales and inventory management, in-store systems, financial management and other administrative systems. Our IT systems provide accurate information across our stores, distribution centres and corporate offices on a daily basis. Our store opening and closing times vary according to their location and local requirements but are typically 10.00 am and 10.00 pm, respectively. Our advanced IT systems used for procurement, sales and inventory management enable us to identify and quickly react to changes in customer preferences by adjusting our product assortment, stock levels and pricing in each of our stores, and effectively monitor and manage the performance of each of our stores.

## ***PLANT AND MACHINERY***

Since, we are not a manufacturing company, we do not own any major Plant and Machinery.

## ***OUR COMPETITIVE STRENGTHS***

We derive our strengths from following factors:

1. **Diversified Product Basket:**

Our company offers a diversified product basket consisting of Menswear, Women's wear, Kid's wear, Footwear, Cosmetics, Perfumes and Handbags, Household Accessories, lingerie, Gifts, Groceries,

crockery, etc. Further these products are available in different varieties. Our diverse product basket enables to effectively cater to evolving consumer trends. Further, as per customer convenience and needs, we offer such products in different weights and sizes. We are able to serve better our customers with such product basket. This helps us build brand recognition and customer loyalty.

2. Brand image:

We believe that a strong brand reputation plays a key role in our industry. Brand image also drives customer preference for buying products. We have started our first store in 2014 and within a short span of time have developed some brand recognition. Our products are well known in the region of Gujarat. Our qualitative and customer demand satisfying products helps us to achieve brand recall among our consumers which strengthens our brand equity.

3. Widespread distribution network:

At present, we have \_\_ stores. We also have a dedicated sales and marketing team. Our Company operates our own stores rather than going for any franchise model to ensure sustained quality of products and customer satisfaction as core object. Our growing distribution network facilitates the efficient sale of our products in our targeted markets and promotes our brand visibility.

4. Dedicated Management Team:

We have a dedicated management team comprising our promoters, directors and key managerial personnel. Our business is conducted under the supervision of our directors. In addition to our directors, we also have a core management team which assists the top level management in identifying new opportunities and in implementation of the business strategies of our company. Our promoters and management team has helped developed our relation with vendors.

5. Value retailing to a well defined target consumer base:

Our business model is based on the concept of offering value retailing to our customers. The strategy is based on offering low prices on an everyday basis by achieving low procurement and operations cost rather than as special promotion limited to certain products or to a particular day, week or any other specific period in the year. Our customer acquisition and retention strategy is targeted at lower-middle, middle and aspiring upper-middle income consumers. We believe that getting value for money is the most compelling factor in daily shopping decision-making for these income groups. The majority of the products stocked by us are essential products forming part of basic rather than discretionary spending, due to which we believe that our business is not materially affected by seasonality or temporarily depressed macro-economic conditions. We minimise our costs of procurement, supply and operation to achieve low prices for our customers on a daily basis. We focus on providing such low prices across our product categories and product subcategories within these categories everyday rather than on a particular day of the week or any specific period of the year. We typically follow our pricing strategy for all our products, relying on our strong supplier network, efficient supply chain management for procurement and careful product assortment.

## ***OUR BUSINESS STRATEGIES***

Our company also strives to follow the principal strategies laid down by the management to leverage our competitive strengths and grow our business:

1. Widening our distribution network:

At present we are covering Gujarat state. We aim to expand our operations and widen our distribution network. Further, we intend to enhance our position in the retail supermarket business in Ahmedabad by increasing our market penetration and expanding our store network in other prime locations of Gujarat. As part of our sales strategy, we continue to evaluate potential sales growth drivers and

regularly identify specific states and regions in India to focus on our sales efforts and increase our sales volumes. The key factor affecting the expansion of our stores is the selection of suitable locations. Prior to expanding to new geographies or launching new products, we research and examine the market and demographic characteristics of the region to determine the demand of our products in that market.

2. Enhancing sales volume by continuing to prioritise customer satisfaction:

Our strategy is to provide our customers with a comprehensive range of products at value for money prices and maintain optimal customer service standards. In order to maintain and enhance our competitive position, we will continue to offer our products at everyday low prices achieved through our low procurement, supply, operational and other costs. We plan to leverage our knowledge of consumer spending patterns and behaviour and rely on the data available to keep abreast of changes in consumption behaviour. We will continue to introduce new products depending on customer needs at one or several of our stores. We believe a continuous review of our merchandise according to our evolving understanding of customer preferences will help us better cater to our customers' needs, enhance their shopping experience and maximise our sales. Shopping is considered a family activity in many of our markets. We endeavour to provide a one stop shopping experience. All our stores are air conditioned and we aim to provide a pleasant ambience and functional store layout. We have installed computerised billing points coupled with convenient payment options including, credit and debit cards, which provide greater flexibility and convenience to our customers.

3. Continue improving our operating efficiency and supply chain management:

We believe that supply chain management is critical to our business. Our supply chain management involves planning, merchandising, sourcing, standardisation, vendor management, logistics, quality control, pilferage control, replacement and replenishment. We plan to further ensure efficient supply chain management by:

- Continue to refine our store operating systems based on the performance of our stores and feedback from our customers and local management teams;
- Continue to strengthen our relationships with our suppliers through cooperation and closer coordination;
- Expand and upgrade our existing distribution centre to improve the efficiency of our inventory and supply management. We will continue to open new distribution centres in strategic locations to serve our existing and new stores when it is cost effective and efficient to do so; and
- Continue to absorb best industry practices.

4. Leveraging our marketing skills and initiatives:

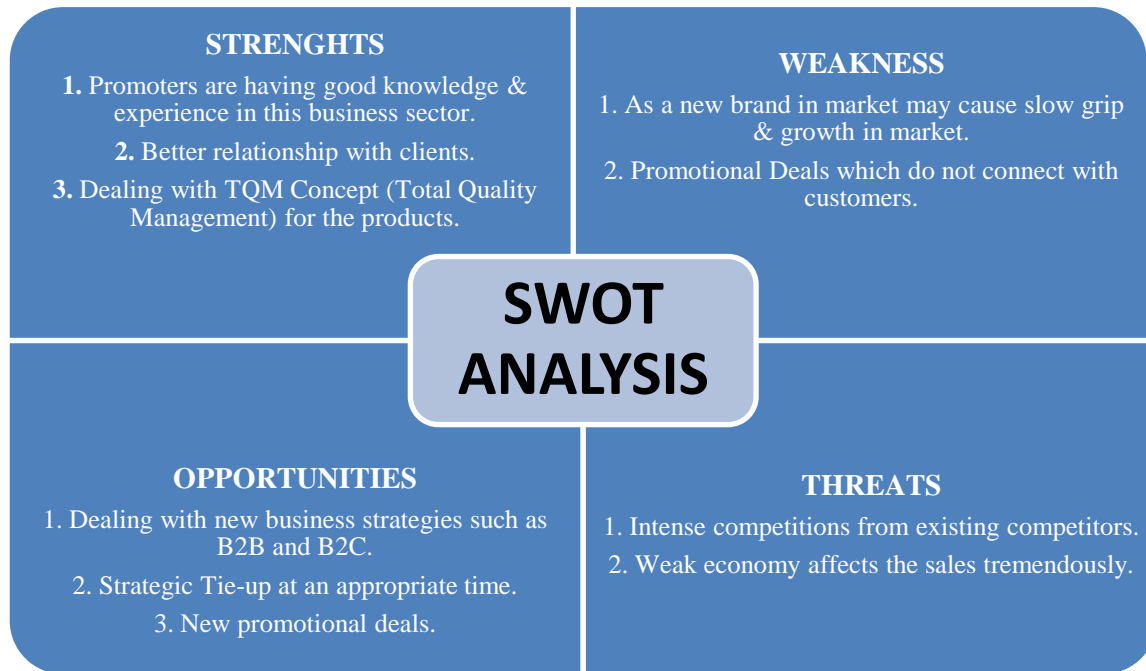
Leveraging our marketing skills and relationship is a continuous process in our organization. We believe in imparting training to our employees for enhancing their marketing skills. Further, we aim to undertake some marketing initiatives as well to increase our brand visibility. We use various media channels to promote our brands including placing advertisements on newspapers, hoardings and on digital media.

5. Improving functional efficiency

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



## **SWOT ANALYSIS OF OUR COMPANY**



## **DISTRIBUTION**

As on the date of this Draft Prospectus, the Company has 10 operating Stores across the State of Gujarat. Also we have one distribution centre in Ahmedabad for timely deliveries of the products to its various stores.

## **COLLABORATIONS**

The Company has so far not entered into any technical or financial or any other collaboration agreement till date.

## **INFORMATION TECHNOLOGY**

Our stores are supported by IT and operational management systems specific to our business needs. We use our Information Technology infrastructure for data processing, storage and other operations. We use in-house cloud environment for real time updation of transactions. These systems streamline many of our functions including procurement, sales, supply chain and inventory control processes and daily produce updated information to support our business. We try our best to protect Information assets through Internal control. Further, we also take offline backup at regular intervals. As a result, we are able to procure our merchandise from our distribution centres or directly from our suppliers and manage our inventory levels efficiently to better respond to our customer's changing preferences and needs.

## **INFRASTRUCTURE AND UTILITIES**

### **Infrastructure facilities:-**

Our company is well equipped with computer system, internet connectivity, communication equipments and other facilities which are required for our business operations.

### **Raw Materials:-**

Our company is not a manufacturing Company, therefore there is no consumption of Raw Materials.

**Power:-**

The company has adequate power connection in place. Power is sourced from state electricity board. Power Consumption details for last one year is approximately 35,76,840 KWH.

**Water:-**

Water requirement for all the stores and offices is procured locally by way of existing water supply network in that area. Usage of water for last 1 year is approximately 1268.4 kilolitres.

**OUR PROPERTIES**
**Immovable Properties**

We own and lease certain properties for our corporate operations and projects. The brief details of some of the material properties owned/leased by our Company are set out below:

Name of the seller/Lessor/ Licensor	Location	Area	Purpose	Purchase/L icensed/ Leased	Consideration (In Rs.)
Aadi Procon Private Limited	Ratana High Street, Naranpura Cross Road, Naranpura, Ahmedabad-380013, Gujarat	1283 sq. ft. (Carpet Area)	Store	Licensed	Rs. 1,98,375 per month
Sankalp Trust, Smruti Trust, Sanidhya Trust and Samarpan Trust	Devarc Mall, Iskcon cross road, S.G. Highway, Ahmedabad-380015, Gujarat	80,000 sq. ft	Store	Licensed	If net revenue per month is upto Rs. 20 Crores- 1% of revenue or Rs. 20,00,000 per month whichever is higher. If net revenue per month exceeds Rs. 20 Crores- 1.25% of revenue per month.
Asha Bharat Harwani and Bharat Kishan Harwani	South West Central, Sun Pharma Road, Atladara, Vadodara – 390021, Gujarat	11,081 Sq. ft. (Ground Floor)	Store	Leased	Rs. 3,50,000 per month
Khanani Lalchand Hemandas, Khushalani Pratapbhai Kailashchand and Kewalarmanani Sunil Prakash		1,114.66 Sq. Mtrs. (First and Second Floor)			Rs. 4,00,000 per month
Mudra Real Estates Private Limited	Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat.	12,621 Sq. mtrs.	Registere d Office and Store	Purchased	Rs. 3,15,00,000
Harish Dhanraj Lakhotiya and	Sub Plot No-3, Block No-402/1, Rakhial, Nr.Chakudiya	2,141.44 Sq. Mtrs.	Distributi on Centre	Purchased	Rs. 6,70,00,000

Name of the seller/Lessor/ Licensor	Location	Area	Purpose	Purchase/L icensed/ Leased	Consideration (In Rs.)
Anandidevi Harish Lakhotiya	Mahadev, Ahmedabad-380023, Gujarat.				
R.World Leisure Limited and Shreeji Housing Projects Private Limited	Basement 1, Sector 21, Opp. Vegatable and Fruit Market, Gandhinagar-382021, Gujarat.	16,234 Sq. Ft.	Store	Licensed	Rs. 8,00,000 per month or 3% of revenue sharing whichever is higher
Jitendra Manubhai Patel	47/5, Spectrum Building, Gotri Sevasi Road, Vadodara - 390021, Gujarat.	40,000 Sq. Ft. <sup>#</sup>	Store	Licensed	Rs. 18,00,000
Manya Enterprise	P Square, Opp. Shrifal Appartment, Nr. Nirman Homes, Vandematram Icon Circles, Vandematram Road, Gota, Ahmedabad - 382481, Gujarat	3409.83 Sq. Mtrs.	Store	Licensed	Rs. 3,00,000+ 2% of monthly revenue
Mr. Dhirendra Chopra and Mrs. Kavita Dhirendra Chopra	Near Radhe Shopping, Khokhra Circle, Maninagar East, Ahmedabad-380008, Gujarat	68,688 Sq. Mtrs.	Store	Leased	Rs. 20,00,000 per month
Anantajit Developers Private Limited	Pavillion Mall, Shukan Cross Road, New Nikol, Ahmedabad- 380024, Gujarat	17,991 Sq. Ft.	Store	Leased	Rs. 1,17,61,188 or 3% of annual revenue effected in, by and from the said premises whichever is higher.
Mr. Kamlesh Patel	GEB Road, Panjrapole Road, Dehgam - 382305	17,646 Sq. Ft.	Store	Leased*	Rs. 3,50,000/- per month as minimum rent which shall be increased by 15% every 3 years + <u>Revenue share on sales: 3% first year and 3.5% second year onwards.</u>

\*letter of intent has been executed but registered lease deed has not been executed

<sup>#</sup> the area is disclosed as informed by the company. The same has not been mentioned in the leave and license agreement

### Intellectual Property

The trademark shown below is registered in the name of Mr. Dhirendra Gautam Chopra. As on the date of this Draft Prospectus, the company has not made any application to the Registry of Trademark for transfer of Trademark from Mr. Dhirendra Gautam Chopra to Osia Hyper Retail Limited. However, Mr Dhirendra Gautam Chopra has provided No Objection Certificate to the company to use the trademark.

Date of registration	Trademark No.	Logo/ Trade Mark	Status	Class	Validity
July 1, 2017	3582795		Registered	30	Up to July 01, 2027

Details of the trademarks that have been applied for by Mr. Dhirendra Gautam Chopra are as under:

Application made on& Application number	Applicant Name and Class	Logo \ Trade Mark	Status
Application No.3582792 01/07/2017	Dhirendra Chopra Class :-24		Abandoned
Application No.3582793 01/07/2017	Dhirendra Chopra Class :-25		Abandoned
Application No.3582794 01/07/2017	Dhirendra Chopra Class :-29		Objected
Application No.3582796 01/07/2017	Dhirendra Chopra Class :-31		Objected

For details on the status of the application made to register our logo, please refer to the chapter ***“Government and Other Approvals”*** on page no. 181.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 181 of this Draft Prospectus.*

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

*In addition to what has been specified in this Draft Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” beginning on page 181 of this Draft Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations are applicable to our company.

### INDUSTRY LAWS

#### 1. The Food Safety Standards Act, 2006 (“FSSA”)

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (“FSSAI”) for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and other connected matters. The FSSAI is *inter alia* responsible for regulating and monitoring the manufacture, processing, distribution, sale and import of food so as to ensure safe and wholesome food; providing scientific advice and technical support to the Government of India and the state governments in framing the policy and rules in areas which have a direct or indirect bearing on food safety and nutrition. The FSSA also sets out requirements for licensing and registration of food businesses, general principles for food safety, responsibilities of the food business operator, liability of manufacturers, restrictions on advertisement and prohibition of unfair trade practice.

#### 2. The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 has been promulgated with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold and distributed in weights, measures or numbers. Weight and measures used by the traders are verified and stamped by the Inspector of the Legal Metrology Department, after due verification, with a seal for ensuring the integrity of the stamp of Inspector and quarter in which it is verified.

### **3. *The Legal Metrology (Packaged Commodity) Rules, 2011***

Section 27 of the Legal Metrology (Packaged Commodity) Rules, 2011 (“**LMPC Rules**”) stipulates that any person who pre-packs or imports any commodity for sale, distribution or delivery, shall be registered with the Controller of Legal Metrology and the Director of Legal Metrology appointed under the Legal Metrology Act, 2009.

### **4. *The Sale of Goods Act, 1930 (“Sale of Goods Act”)***

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of the Sale of Goods Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Sale of Goods Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by instalments or that the delivery or payment or both shall be postponed. Provisions are made in the Sale of Goods Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer’s right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

### **5. *Consumer Protection Act, 1986 (“Consumer Protection Act”)***

The Consumer Protection Act was promulgated to provide for better protection of the interests of consumers against deficiency in goods or deficiency in services and secure the rights of consumers against unfair trade practices. Consumer Protection Act also provides for establishment of consumer councils and other authorities for the settlement of consumers’ disputes and for the matters connected therewith.

### **6. *Gujarat Lifts and Escalators Act, 2000 and the Gujarat Lifts and Escalators Act, 2001***

The Act and the rules specifies that every owner of a place intending to install a lift/escalator in such place shall apply to authorised officer of the state government to be authorised for the permission of erection of the lift/escalator. Further, the owner of a place who is permitted to install a lift/ escalator must apply for permission for operating the lift/ escalator. The act and the rules also make provisions for maintenance of the lifts.

### **7. *The Gujarat Shops and Establishments Act, 1948***

The Gujarat Shops and Establishments Act, 1948 aims at regulation of conditions of work and employment in shops, commercial establishments, residential hotels, restaurants, eating houses, theatres, other places of public amusement or entertainment and other establishments. The said Act prescribes various rules to be followed by employer regarding working conditions including the maximum number of hours employees can be employed for, the minimum number of leaves to be made available etc.

## **LABOUR LAW**

Our Company is required to comply with the laws, rules and regulations in relation to hiring and employment of labour. Labour legislation in India classifies persons into ‘employees’ and ‘workmen’ based on factors which inter alia include nature of work and remuneration. While workmen are typically entitled to various statutory benefits including gratuity, bonus, retirement benefits and insurance protection, employees are governed by the terms of the contracts governing them.

### **1. *Employees Provident Fund And Miscellaneous Provisions Act, 1952***

Under the EPF Act, compulsory provident fund, employee's pension fund and deposit linked insurance are payable to employees in factories and other establishments. The EPF Act inter-alia provides that a factory mentioned in Schedule I employing 20 (twenty) or more persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The Central Government may notify other establishments to which the EPF Act shall apply. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also inter-alia imposes punishments on any person who avoids making payments required to be made under the schemes made under the EPF Act and specifically on employers who contravene or default in complying with certain provisions of the EPF Act.

### **2. *The Employees State Insurance Act, 1948("ESI Act")***

The ESIC Act aims to provide for certain benefits to employees in case of sickness, maternity, employment injury disablement and to make provision for certain other matters in relation thereto. The Act provides for the establishment of a Corporation to be known as the Employees' State Insurance Corporation for the purpose of the administration of Employees State Insurance Scheme. The Corporation shall be a body corporate by the name of Employees' State Insurance Corporation having perpetual succession and a common seal and shall by the said name sue and be sued.

### **3. *The Payment of Gratuity Act, 1972 ("Gratuity Act")***

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which 10 (ten) or more persons are employed or were employed on any day of the preceding 12 (twelve) months and in such other establishments in which 10 (ten) or more employees are employed or were employed on any day of the preceding 12 (twelve) months, as notified by the Central Government from time to time. Under the Gratuity Act, an employee who has been in continuous service for a period of 5 (five) years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service.

### **4. *The Minimum Wages Act, 1948***

The Minimum Wages Act, 1948 was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages. Workers are required to be paid for overtime at overtime rates stipulated by the appropriate State Government. Further, employees who have been paid less than the minimum wages are entitled to the payment of the shortfall amount, together with compensation, which may extend up to ten times the shortfall amount.

### **5. *The Equal Remuneration Act, 1976 ("Equal Remuneration Act")***

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act was implemented. The Equal Remuneration Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.



## **6. *The Maternity Benefit Act, 1961***

The Maternity Benefit Act, 1961 was enacted by Parliament in the Twelfth Year of the Republic of India to regulate the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

## **7. *The Child and Adolescent (Prohibition and Regulation) Act, 1986***

This statute prohibits employment of children (defined as being below 14 years of age) in any occupations and processes and the employment of adolescent (defined as being above 14 but below 18 years of age) in any hazardous occupation or processes specified in the said Act. The Central Government, may by notification, specify the non-hazardous work to which an adolescent may be employed.

## **8. *The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013* (“SHWW Act”)**

The SHWW Act provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours 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. 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 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 non-compliance with any provision of the SHWW Act in the first instance shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

## **TAX RELATED LEGISLATIONS**

### **1. *Income Tax Act, 1961***

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Income Tax Act or Rules made under it depending upon its Residential Status and type of Income involved under section 139(1) every company is required to file its Income tax return for every Previous Year (as defined under the Act) by 31<sup>st</sup> October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax and the like are also required to be complied by every Company.

### **2. *Goods and Service Tax Act, 2017***

Goods and Service Tax (GST) is one of the most remarkable tax reforms that has taken place in India so far. The Central Goods and Services Tax Act, 2017 (“GST Act”), simplifies the process of taxation on goods and services in India. The act bestows power on the Parliament and the State legislatures to make laws for imposing taxes on goods and services at the national level. **GST** is an indirect tax which was introduced in India on 1 July 2017 and is applicable throughout India which has replaced multiple cascading taxes levied by the central and state governments. The single GST replaced several former taxes and levies which includes central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and Octroi. Other levies which were applicable on inter-state transportation of goods have also been done away with in GST regime.



## IMPORTANT GENERAL LAWS:

### 1. *The Companies Act, 2013*

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

### 2. *Competition Act, 2002 ("Competition Act")*

The Competition Act aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India "**Competition Commission**") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### 3. *The Trade Marks Act, 1999*

In India, trademarks enjoy protection under both statutory and common law. Indian trademark law permits the use of trademarks for goods and services. The Trade Marks Act, 1999 ("**Trademark Act**") governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trademark registration may be made by individual or joint applicants by any person claiming to be the proprietor of a trade mark, and can be made on the basis of either use or intention to use a trademark in the future.

Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored. While both registered and unregistered trademarks are protected under Indian Law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. The Trademark (Amendment) Act, 2010 has been enacted by the GoI to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries, and to empower the Registrar of Trademarks to do so. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to bring the law generally in line with international practice.

**Apart from the abovementioned legislations, the following enactments, rules and guidelines may also apply to our Company:**

1. The Customs Act, 1962

## HISTORY AND CERTAIN CORPORATE MATTERS

### *History of Our Company*

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Havelli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. The CIN of the Company is U52190GJ2013PLC077269.

We are an emerging supermarket chain with a focus on value- retailing. We opened our first store in Ahmedabad, Gujarat in 2014, in the name of “**Osia Hypermart**”. It works on the same economy model as D-Mart, Big Bazaar, Star Bazaar and other various retail showroom chains. The idea was pioneered by entrepreneur Mr. Dharendra Chopra, the Promoter and Managing Director of the company.

As on date, we have 10 stores with retail business located across various cities in Gujarat. The Osia Hypermart stores have various divisions to meet the fluctuated shopping needs of customers. These incorporate Menswear, Women’s wear, Kid’s wear, Footwear, Cosmetics, Perfumes and Handbags, Household Accessories, lingerie, Gifts, Groceries, crockery, etc under one rooftop.

Our Company will enhance the democratized shopping in Gujarat and is so much more than a hypermarket. Our company stores have over thousands of products under a single roof that will cater to every need of a family and making Osia Hypermart public’s favorite shopping destination with a modern ambience and with the feel of a large retail mall.

At store, you will get the best products at the best prices- From apparel to general merchandise like plastics, home furnishing, utensils, crockery, cutlery, sports & outdoors, home appliances, home & kitchenware, game & consoles, innerwear & lingerie, Baby product & Kids, garments and many more. Osia Hypermart is the destination where you get products available at prices lower than MRP, setting a new level of standard in price, convenience and quality.

The organization would like to extend quickly with comparative arrangement stores that offer a fine balance amongst Quality and Cost retailing. Company is also planning to trade Wholesale, which will boost-up the growth of company and increase the scope of business and also Bulk trade with other retail stores and competitors to increase their client coverage. The total concept and idea of shopping has undergone a vast drawing change in terms of format and consumer buying behavior, ushering in a revolution in shopping in India.

We believe our endeavor to facilitate one-stop-shop convenience for our customers’ everyday shopping needs, along with our competitive pricing due to our local market knowledge, careful product assortment and supply chain efficiencies, has helped us achieve growth and success.

### *Registered Office*

The Registered Office of our company was originally situated at 101, Anuj Complex, Opp. Sardar Patel Seva Samaj, Near Induben Khakra Wali, Opp. C.G Road, Near Girish, Ahmedabad-380009, Gujarat, India. Thereafter, the registered office of our company was changed to the following address:

Date of Change	New Address
September 08, 2014	Basement Store 1, 4d Square, Opp. IIT Eng College,

	Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad- 380005, Gujarat.
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For further details of our Properties, please refer to the chapter titled '**Business Overview**' beginning on page no. 99 of this Draft Prospectus

### ***Main Object of our Company***

To carry on all or any of the businesses of buyers, sellers and distributors, agents or dealers, importers and exporters (whether by wholesale, retail or otherwise) in all kinds of Handlooms, handicrafts, cottage industry and household products handmade textiles, handmade sculptors, toys and other preparations accessories of every description and other materials or things capable of being used in connection therewith.

### ***Amendments to the MOA of our Company since Incorporation***

Since incorporation, the following amendments have been made to the MoA of our Company:

<b>Sr. No.</b>	<b>Changes In M.O.A</b>	<b>Date &amp; Type of Meeting</b>
1.	Increase in authorized capital from Rs.1 Lakhs to Rs.50 Lakhs.	21/08/2014; EGM
2.	Increase in authorized capital of the Company from Rs. 50 Lakhs to Rs. 1.5 Crores.	02/03/2015; EGM
3.	Increase in authorized capital of the Company from Rs. 1.5 Crores to Rs. 2 Crores	12/07/2016; EGM
4.	Conversion of Private Limited Company to Public Limited Company	27/07/2017; EGM
5.	Change in the name of Company from "Mapple Exim Private Limited" to "Mapple Exim Limited"	27/07/2017; EGM
6.	Adoption of new set of Memorandum of Association and Articles of Association	27/07/2017; EGM
7.	Change in the name of Company from "Mapple Exim Limited" to "Osia Hyper Retail Limited"	22/08/2017; EGM
8.	Increase in authorized capital of the Company from Rs. 2 Crores to Rs. 3 Crores	22/08/2017; EGM
9.	Increase in authorized capital of the Company from Rs. 3 Crores to Rs. 7 Crores	27/11/2017; EGM

### ***Subsidiaries and Holding Company:***

Our Company is not a subsidiary of any company. Further, as on the date of this Draft Prospectus our Company does not have any subsidiary company.

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

### ***Promoters of our Company:***

The Promoters of our Company are Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra. For details, please refer to the Chapter titles "Our Promoters and Promoter Group" beginning on page 136 of the Draft Prospectus.

### ***Revaluation of assets:***

Our Company has not revalued its assets since its incorporation.

### ***Changes in the activities of Our Company having a material effect***

Other than as mentioned above in the chapters titled '**Business Overview**' and '**History and Corporate Structure**' beginning on page no. 99 and 118, respectively, of this Draft Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors.

***Mergers and acquisitions in the history of our Company***

There has been no merger or acquisition of businesses or undertakings in the history of our Company and we have not acquired any business/undertakings till date.

***Defaults or Rescheduling of borrowings with financial institutions/banks:***

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

***Strikes and lock-outs:***

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Prospectus, our employees are not unionized.

***Time and cost overruns in setting up projects:***

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

***Shareholders' Subscription Agreement:***

As on the date of this Draft Prospectus, our company does not have any shareholders' agreement.

***Other Agreements:***

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Draft Prospectus.

***Strategic/ Financial Partners:***

Our Company does not have any strategic/Financial partner(s) as on the date of this Draft Prospectus.

***Corporate Profile of our Company***

For details on the description of our Company's activities, the growth of our Company, please see "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" on pages 99, 170 and 83 of this Draft Prospectus.

***Other declarations and disclosures***

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, our Company has not made any Public Issue or Rights Issue (as defined in the SEBI (ICDR) Regulations 2018 in the past. No action has been taken against our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

## OUR MANAGEMENT

Currently, our Company has 6 (six) Directors out of which 3 (Three) are Independent Directors. We confirm that the composition of our Board of Directors complies with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

### The Board of Directors of our Company

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Prospectus:

<b>Name : DHIRENDRA GAUTAM CHOPRA</b>	<b>Name : PRANAY HARAKCHAND JAIN</b>
DOB : 17/01/1980	DOB : 23/06/1987
AGE : 38 years	AGE : 31 years
DIN : 06473774	DIN : 07891715
PAN : AAMPC4734H	PAN : AIFPJ4890A
Designation: Managing director	Designation: Non-Executive Director
Address: 48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad-380013, Gujarat, India.	Address : Harak Chand Jain, 13, Mohan Vilas, Jalam Niwas Ke Andar, Paota B Road, Jodhpur-342001, Rajasthan, India
Experience : 15 years	Experience : 10 years
Occupation : Business	Occupation : Business
Qualification: B.Com	Qualification: B.Com
Appointment: 18/10/2013	Appointment: 26/07/2017
Change in Designation: 01/12/2017	Change in Designation: 25/09/2017
Date of Expiry of Term of Office: 5years	Date of Expiry of Term of Office: Liable to retire by rotation
Holding : 18,75,000 Shares	Holding : NIL
Other Directorships: <ul style="list-style-type: none"> <li>▪ Greygold Projects Private Limited</li> <li>▪ My Choice Giftcentre Private Limited</li> <li>▪ Premjayanti Estate LLP</li> </ul>	Other Directorships: NIL
<b>Name : KAVITA DHIRENDRA CHOPRA</b>	<b>Name : CHETAN DAMJI SANGOI</b>
DOB : 10/10/1979	DOB : 23/08/1967
AGE : 38 years	AGE: 51 years
DIN : 06473785	DIN : 00645226
PAN : AEDPK9912Q	PAN : AADPS2036D
Designation: Executive Director	Designation: Independent Director
Address : 48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad-380013, Gujarat, India.	Address : 15, Neminath Apartment, Bhandarkar Road, Dadar- 400028, Mumbai, Maharashtra, India.
Experience : 10 years	Experience : 12 years
Occupation : Business	Occupation : Business & Professional
Qualification: B.COM	Qualification: B.E.
Appointment: 18/10/2013	Appointment: 15/09/2017
Change in Designation: 01/04/2016	Change in Designation: 25/09/2017
Date of Expiry of Term of Office: Liable to retire by rotation	Date of Expiry of Term of Office: 5 years
Holding : 18,70,000 shares	Holding : NA
Other Directorships: <ul style="list-style-type: none"> <li>▪ Greygold Projects Private Limited</li> <li>▪ My Choice Giftcentre Private Limited</li> </ul>	Other Directorships: <ul style="list-style-type: none"> <li>▪ Center One Retail Private Limited</li> <li>▪ Sarvodaya Bazaar Retail Private Limited</li> <li>▪ Sarvodaya Stores Private Limited</li> </ul>
<b>Name : HEMEN HIRENKUMAR JOSHI</b>	<b>Name : ALPESH BHAILALBHAI GANDHI</b>
DOB : 27/09/1978	DOB : 26/07/1978
AGE : 40 years	AGE : 40 years

DIN : 02706938	DIN : 07730487
PAN : AEEPJ7907H	PAN : ADPPG3478E
Designation: Independent Director	Designation: Independent Director
Address : 49, Niharika Bunglow, Nr. Himmatlal Park, Azad Soc., Ambawadi, Ahmedabad- 380015, Gujarat, India.	Address: A-5 Vraj Appartment, Gulab Tekra, Ambawadi, Ahmedabad- 380015, Gujarat, India
Experience : 10 years	Experience : 15 years
Occupation : Business	Occupation : Business
Qualification: Master of Laws	Qualification: B.Com
Date of Expiry of Term of Office: 5 years	Date of Expiry of Term of Office: 5 years
Appointment: 15/09/2017	Appointment: 15/09/2017
Change in Designation: 25/09/2017	Change in Designation: 25/09/2017
Holding : NA	Holding :NA
Other Directorships: <ul style="list-style-type: none"> <li>Anagram Shares Registry Limited</li> <li>Lalbhay Realty Finance Private Limited</li> <li>Marg Trading Limited</li> <li>Tapti Machines Limited</li> <li>Pelican Packers Limited</li> <li>Aura Merchandise Private Limited</li> <li>Arvind Og Nonwovens Private Limited</li> <li>Arpan Entertainment Private Limited</li> <li>Shwetratna Trading and Investments Private Limited</li> <li>Lucre Developer LLP</li> <li>Vrajansh Smart Space LLP</li> </ul>	Other Directorships: - NIL

*As on the date of this Draft Prospectus:*

- 1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date of this Draft Prospectus.*
- 2. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.*
- 3. None of the Promoters, Directors or persons in control of our Company, have been or are 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.*
- 4. 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 Draft Prospectus or (b) delisted from the stock exchanges.*

**Brief Profile of the Directors of our Company**

#### **PROMOTER DIRECTOR**

##### **Mr. Dharendra Gautam Chopra - Managing Director**

Mr. Dharendra Gautam Chopra, aged 38 years is a Commerce Graduate by qualification having more than 15 years of experience in Retail Industry. He is well experienced having dept knowledge of this business which lead him to set a benchmark in Ahmadabad's Retail Stores segment. He has been Director of our company since incorporation. He is looks after the overall business development, Quality control, E commerce and sourcing of material and client relationship.

**Mrs. Kavita Dharendra Chopra - Executive Director**

Mrs. Kavita Dharendra Chopra, aged 38 years is Commerce Graduate by qualification and has nearly 10 years of experience in customer relationship management & Human resources. She is also familiar with accounting work her skills help her play a supportive role in many management activities. She primarily looks after the HR and customer relations for business development of our company.

**OTHER DIRECTORS****Mr. Pranay Jain – Non- Executive Director**

Mr. Pranay Jain, aged 31 years is a Commerce Graduate by qualification and is well experienced having depth knowledge of dynamic business environment, specifically in garment sector. He is having experience of around 10 years in Retail Sector with family business & well-versed with marketing sector.

**Mr. Chetan Damji Sangoi - Independent Director**

Mr. Chetan Damji Sangoi, aged 51 years is a B.E. by qualification and entrepreneur having more than 12 years of business experience and is an independent director of our company. He is running a modern supermarket of for last 12 years with super success. Also, he is a Lecturer at VAMNICOM for subject Retail Management and is a Guest lecturer to management colleges. He has decades of experience in grocery business about quality, rates, market practices and fluctuation. He is aware of intricate details of market practices in all FMCG products including markup structure. He Shares knowledge with D-TAIL Consulting as a partner. D-TAIL Consulting provides consulting to all major supermarkets of Mumbai and major cities in India except the top three national retailers. He has got retail exposure of fortune retailers in Thailand, Singapore and Hong Kong.

**Mr. Hemen Hirenkumar Joshi - Independent Director**

Mr. Hemen Hirenkumar Joshi, aged 40 years having diversified qualification including B. Pharm, LL.B, LL.M and Company Secretary, and having vast Experience and expertise of brands, retail, legal, secretarial and Finance and further, being entrepreneur - real estate developer having wide business experience, is an Independent Director of our company. He was employed and associated with Arvind Limited, Naroda Road, Ahmedabad. During employment with Arvind, he was engaged and looking after all broad Legal, Secretarial and other corporate affairs of Arvind and other Lalbhai Group Companies. He is also associated with Ahmedabad Education Society and Ahmedabad University, Gujarat Institute of Chemical Technology and other Trusts manage and operate by Lalbhai Group as a advisor on land/revenue/election/regulatory matters.”

**Mr. Alpesh Bhailalbhai Gandhi - Independent Director**

Mr. Alpeshkumar Bhailalbhai Gandhi, Independent Director is Graduate in Commerce; well experienced having in depth knowledge of dynamic business environment, specifically in retail sector. He is having experience of around 15 years in Retail Sector & well-versed with various sector. He is having cheerful leader qualities and record of managing different projects at the same time and cost saving. He holds the experience and knowledge to explore various strategies that he has used successfully in the past to grow organizations across sectors.

***Relationship between Directors***

Except for Mr. Dharendra Gautam Chopra being the husband of Mrs. Kavita Dharendra Chopra; none of the other directors are related to each other and have any family relationships.

***Borrowing Powers of the Board***

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company.



Pursuant to a resolution passed in EGM on January 18, 2019 our shareholders authorized our Board to borrow from time to time such sums of money as may be required, provided that such amount shall not exceed Rs. 100.00 Crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled '*Main Provisions of the Articles of Association*' beginning on page no. 264 of this Draft Prospectus.

#### ***Remuneration/ Compensation of our Directors***

Set forth below is the remuneration received by our Directors in FY 2018.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Amt (Rs. In Lakhs)</b>
1.	Mr. Dharendra Gautam Chopra	Managing Director	30
2.	Mrs. Kavita Dharendra Chopra	Executive Director	30
3.	Mr. Pranay Jain	Non-Executive Director	-
4.	Mr. Chetan Damji Sangoi	Independent Director	-
5.	Mr. Hemen Hirenkumar Joshi	Independent Director	-
6.	Mr. Alpesh Bhailalbhai Gandhi	Independent Director	-

#### ***Terms and conditions of employment of our Managing Director***

##### **Mr. Dharendra Gautam Chopra, Managing Director**

Mr. Dharendra Gautam Chopra was designated as the Managing Director for a term of five years commencing, w.e.f. 1<sup>st</sup> December, 2017 *vide* resolution of the Board of Directors dated 3<sup>rd</sup> November, 2017 and *vide* resolution of Shareholder's dated 27<sup>th</sup> November, 2017.

**Compensation of our Managing Director** - As per the approved resolution in the Extra Ordinary General Meeting dated 27<sup>th</sup> November, 2017 the compensation of the Managing Director is as follows:

<b>Period</b>	5 yrs
<b>Remuneration</b>	Upto Rs. 10 Lakhs per Month
<b>Perquisite, Allowances and Commission</b>	As per Schedule V of the Companies Act, 2013

#### ***Non-Executive and Independent Directors***

Our Independent Directors and Non-Executive Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board.

We also confirm that no remuneration being paid to independent directors.

#### ***Shareholding of Directors in our Company***

Our Articles of Association do not require our Directors to hold qualification shares. As on date of filing of this Draft Prospectus, except the following, none of our Directors hold any Equity Shares of our Company:

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Designation</b>	<b>No. of Shares held in our Company</b>	<b>% of pre-issue paid-up Equity Share Capital</b>
1.	Mr. Dharendra Gautam Chopra	Managing Director	18,75,000	42.86
2.	Mrs. Kavita Dharendra Chopra	Executive Director	18,70,000	42.75
3.	Mr. Pranay Jain	Non-Executive Director	-	-
4.	Mr. Chetan Damji Sangoi	Independent Director	-	-

Sr. No.	Name of the Directors	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
5.	Mr. Hemen Hirenkumar Joshi	Independent Director	-	-
6.	Mr. Alpesh Bhailalbhai Gandhi	Independent Director	-	-
	<b>TOTAL</b>		<b>37,45,000</b>	<b>85.61</b>

***Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the BSE / NSE and reasons for suspension***

None of our Directors is/ was a Director in any listed company during the last five years before the date of filing this Draft Prospectus, whose shares have been/ were suspended from being traded on the BSE and NSE.

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

None of our Directors is or was a director on any listed companies which have been or were delisted from any stock exchange during the term of their directorship in such companies.

None of our Directors is or was a director of any listed companies during the five years immediately preceding the date of filing of this Draft Prospectus and until date, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such companies.

***Interest of Directors***

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

All our Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the Issue and also to the extent of any dividend payable to them and other distribution in respect of the said equity shares.

The Directors may also be regarded as interested in the equity shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/ or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the equity shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as directors, members, partners and promoters, pursuant to the Issue.

All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Director himself or other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

***Interest in promotion of Our Company***

Except for, being Promoters and to the extent to remuneration received/ to be received, none of our Directors have any interest in the promotion of our Company.

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

Except as disclosed above and in the chapters titled “Our Business and “Financial Information of the Company – Related Party Transactions” on page no. 99 and 144 respectively of this Draft Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Draft Prospectus.

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

Further, save and except as stated otherwise in ‘**Annexure 24: Statement of Related Parties’ Transactions**’ in the chapter titled ‘**Restated Financial Statement**’ beginning on page no. 144 of this Draft Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management.

### ***Details of Service Contracts***

However, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment. Further, since our Company does not have any subsidiaries or associate companies as on the date of filing of this Draft Prospectus, our Directors have received remuneration only from our Company.

### ***Bonus or Profit Sharing Plan for the Directors***

There is no bonus or profit sharing plan for the Directors of our Company.

### ***Contingent and Deferred Compensation payable to Directors***

No Director has received or is entitled to any contingent or deferred compensation.

### ***Changes in the Board for the last three years***

Except as mentioned below, there has been no change in the Board of Directors during the last three (3) years:

	<b>Name</b>	<b>Designation</b>	<b>Date Of Appointment</b>	<b>Date Of Cessation</b>	<b>Remarks</b>
1.	Mr. Dharendra Gautam Chopra	Managing Director	01-12-2017	-	Change in Designation
2.	Mr. Pranay Jain	Non-Executive Director	25-09-2017	-	Change in Designation
3.	Mr. Chetan Damji Sangoi	Independent Director	25-09-2017	-	Change in Designation
4.	Mr. Hemen Hirenkumar Joshi	Independent Director	25-09-2017	-	Change in Designation
5.	Mr. Alpesh Bhailalbhai Gandhi	Independent Director	25-09-2017	-	Change in Designation
6.	Mr. Chetan Damji Sangoi	Additional Independent Director	15-09-2017	-	Fresh Appointment
7.	Mr. Hemen Hirenkumar Joshi	Additional Independent Director	15-09-2017	-	Fresh Appointment
8.	Mr. Alpesh Bhailalbhai Gandhi	Additional Independent Director	15-09-2017	-	Fresh Appointment

	Name	Designation	Date Of Appointment	Date Of Cessation	Remarks
9.	Mr. Pranay Jain	Additional Non-Executive Director	26-07-2017	-	Fresh Appointment
10.	Mrs. Kavita Dhirendra Chopra	Executive Director	01-04-2016	-	Change in Designation
11.	Mr. Basant Santosh Agrawal	Director	01-06-2015	19-08-2016	Resigned due to personal reasons

### 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. Further, our Company undertakes to comply with all the necessary requirements relating to Corporate Governance as prescribed under Companies Act, 2013 and SEBI Regulations.

In addition to the applicable provision of the Companies Act, 2013 with respect to corporate governance, the provisions of the SEBI(LODR) Regulations, 2015 will not be applicable to our Company upon the listing of the Equity Shares on SME Platform of NSE and is exempted follow corporate governance norms of SEBI (LODR), Regulations, 2015.

However, our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee, Remuneration and Shareholder/ Investors Grievance Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

### Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in accordance with Companies Act, 2013. Our Board has six Directors, comprising of one Managing Director, two Non-Executive Directors and three Independent Directors.

In terms of Companies Act, 2013, our Company has constituted the following Committees of the Board:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Shareholders/ Investors Grievance Committee;
- 4) Corporate Social Responsibility Committee; and
- 5) Internal Complaints Committee.

### Audit Committee

The Audit Committee was constituted *vide* Board resolution dated December 19, 2018. As on the date of this Draft Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Chetan Damji Sangoi	Chairman	Independent Director
Mr. Hemen Hirenkumar Joshi	Member	Independent Director
Mr. Dhirendra Gautam Chopra	Member	Managing Director

Our Company Secretary, Mrs. Keerti Laxman Lachhwani is the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013.

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 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:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- 5) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document//notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the Whistle Blower mechanism.
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

### **Quorum and Meetings**

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. The Company Secretary of the Company acts as the Secretary to the Committee.

### **Nomination and Remuneration Committee**

The constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on December 19, 2018.

As on the date of this Draft Prospectus the Remuneration Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Chetan Damji Sangoi	Chairman	Independent Director
Mr. Hemen Hirenkumar Joshi	Member	Independent Director
Mr. Alpesh Bhailalbhai Gandhi	Member	Independent Director

Our Company Secretary, Mrs. Keerti Laxman Lachhwani is the secretary of the Nomination and Remuneration Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- 5) To recommend to the Board, the remuneration packages i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors;
- 6) To implement, supervise and administer any share or stock option scheme of our Company; and
- 7) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

### **Quorum and Meetings**

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee. The Committee is required to meet at least once a year.

### **Shareholders/ Investors Grievance Committee**

The Shareholders/ Investors Grievance Committee have been formed by the Board of Directors at the meeting held on December 19, 2018.

As on the date of this Draft Prospectus the Shareholders/ Investors Grievance Committee consists of the following

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Chetan Damji Sangoi	Chairman	Independent Director
Mr. Alpesh Bhailalbai Gandhi	Member	Independent Director
Mrs. Kavita Dharendra Chopra	Member	Executive Director

Our Company Secretary, Mrs. Keerti Laxman Lachhwani is the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Allotment of shares, monitoring and approving transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers; and
7. Carrying out any other function contained in the SEBI (LODR) Regulations as and when amended from time to time.

#### Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee.

#### Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee has been formed by the Board of Directors at the meeting held on December 19, 2018.

As on the date of this Draft Prospectus the **Corporate Social Responsibility** Committee consists of the following:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Hemen Hirenkumar Joshi	Chairman	Independent Director
Mr. Dharendra Gautam Chopra	Member	Managing Director
Mrs. Kavita Dharendra Chopra	Member	Executive Director

Our Company Secretary, Mrs. Keerti Laxman Lachhwani is the secretary of the Internal Complaints Committee.

This Committee will address all and its terms of reference include the following:

The scope and function of the Corporate Social Responsibility Committee and its terms of reference shall include the following:

- (i) Formulate and recommend to our Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as specified in Schedule VII to the Companies Act, 2013;



- (ii) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013; and
- (iii) Monitor the Corporate Social Responsibility Policy of our Company from time to time.

#### **Internal Complaints Committee:**

The Internal Complaints Committee has been formed by the Board of Directors at the meeting held on December 19, 2018 in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As on the date of this Draft Prospectus the Internal Complaints Committee consists of the following:

<b>Name of the Director</b>	<b>Designation in the Committee</b>
Mrs. Kavita Dhirendra Chopra	Presiding Officer
Mr. Sanjay Solanki	Member
Mr. Shankarsingh Tarsingh Rajpurohit	Member
Mrs. Poonam Panchal	Member

Our Company Secretary, Mrs. Keerti Laxma Lachhwani is the secretary of the Internal Complaints Committee.

This Committee will address all and its terms of reference include the following:

The scope and function of the **Internal Complaints Committee** and its terms of reference shall include the following:

- 1) To create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation.
- 2) Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company.
- 3) The committee shall take reasonable steps to ensure prevention of sexual harassment at work which may include circulating applicable policies and other relevant information to all associates, including to all new joiners.
- 4) Ensure to provide safeguards against false or malicious charges.
- 5) To discourage and prevent employment-related sexual harassment.
- 6) To investigate every formal written complaint of sexual harassment.
- 7) Review the complainant's complaint in a fair and objective manner.
- 8) Determine the facts of the case with the individuals concerned and the witnesses, if any, and prepare a report with the findings.
- 9) To redress complaints of sexual harassment by taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment.
- 10) To protect the interests of the victim, the accused person and others who may report incidents of sexual harassment, confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances.
- 11) To ensure all records of complaints, including contents of meetings, results of investigations and other relevant material kept are confidential by the Company except where disclosure is required under disciplinary or other remedial processes.
- 12) Be bound in the principle of natural justice and be unbiased in their evaluation.

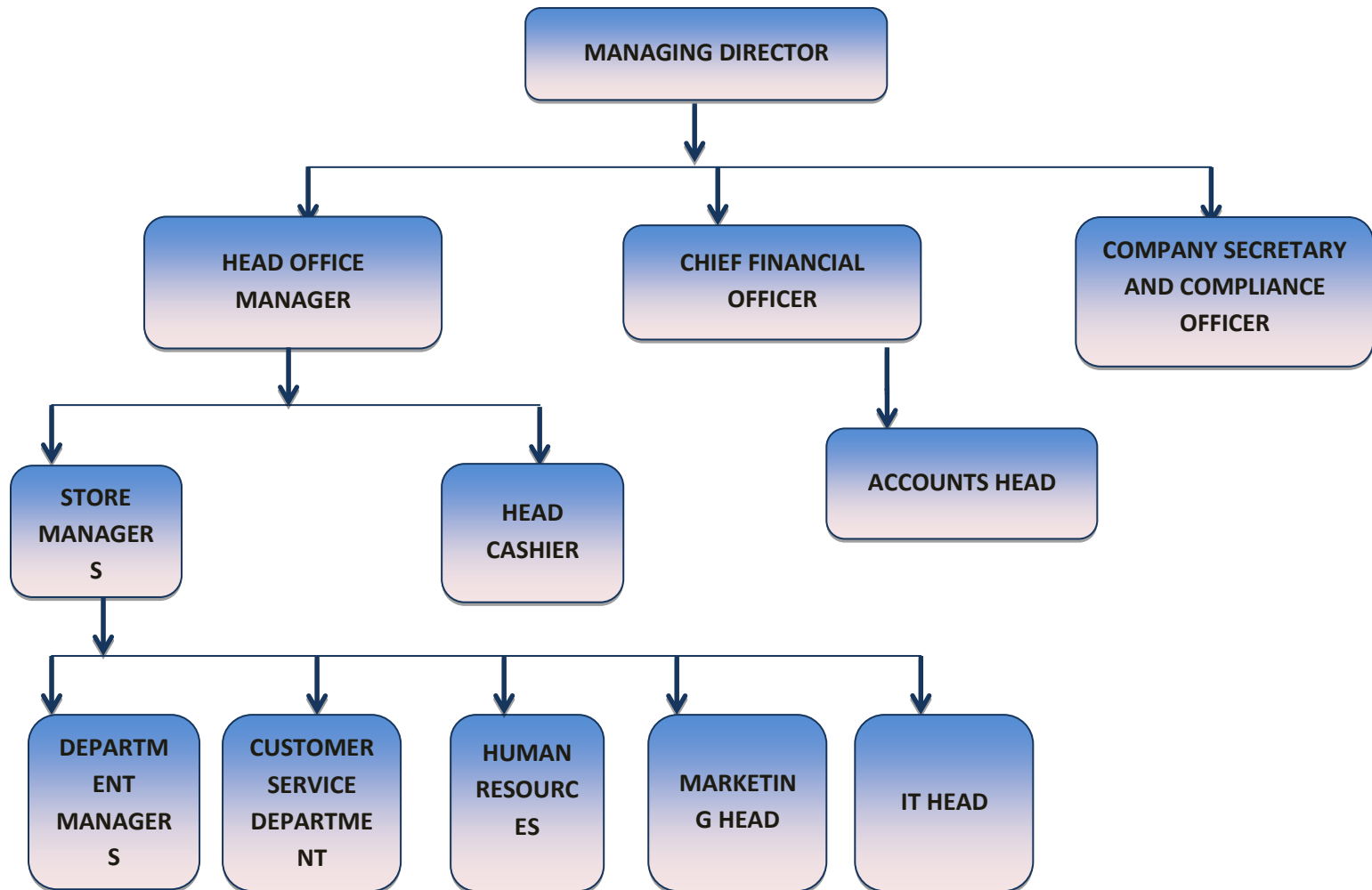
The quorum will be either two members or one third of the members of the Sexual Harassment Committee whichever is greater, but there should be a minimum of two independent members present.

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

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchanges. Our Company Secretary, Mrs. Keerti Laxman Lachhwani, is responsible for setting forth policies, procedures, monitoring and adhering to the

rules for the prevention of price sensitive information and in the implementation of the code of conduct under the overall supervision of the Board.

*Organizational Structure of the Company*



## KEY MANAGERIAL PERSONNEL

### KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Name	Designation	Age	Qual.	Exp. In Yrs	Date Of Joining	Functional Responsibility	Current CTC (Rs. In Lakhs)	Previously Employed
Mr. Dharendra Gautam Chopra	Managing Director	38 years	Commerce Graduate	15 years	01/12/2017	Overall business guidance & corporate governance; and looks after quality control, sourcing of material, client relationship & business development.	Upto Rs. 120 Lakhs	Own Business and Profession
Mr. Sandeep Prithveeraj Tailor	Chief Financial Officer	26 years	CA & M.Com	5 years	19/01/2019	Heads the account and finance team of the Company; develops the MIS, Inventory and Collection report on regular basis for business decisions; monitors the cash flows, Debtors collection and working capital management.	6	Chopra Shah & Associates
Mrs. Keerti Laxman Lachhwani	Company Secretary & Compliance officer	40 Years	CS & M.Com	3.5 years	19/01/2019	In charge of secretarial & Corporate Governance matters.	1.44	Kumagai India Private Limited

#### **Notes:**

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of the other Key Managerial Personnel are “related” to each other or to the Promoters or Directors of our Company as defined under the Companies Act, 2013.

#### ***Bonus and/ or Profit Sharing Plan for the Key Managerial Personnel***

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

#### ***Contingent and Deferred Compensation payable to Key Managerial Personnel***

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

### ***Shareholding of the Key Managerial Personnel other than the Directors***

As on date of filing of this Draft Prospectus, except the following, none of our KMP holds any Equity Shares of our Company:

<b>Sr. No.</b>	<b>Name of the Key Managerial Personnel</b>	<b>Designation</b>	<b>No. of Shares held in our Company</b>	<b>% of pre-issue paid-up Equity Share Capital</b>
1.	Mr. Dharendra Gautam Chopra	Managing Director	18,75,000	42.86
2.	Mr. Sandeep Prithveeraj Tailor	CFO	-	-
3.	Mrs. Keerti Laxman Lachhwani	Company Secretary & Compliance officer	-	-
	<b>Total</b>		<b>18,75,000</b>	<b>42.86</b>

### ***Interest of Key Managerial Personnel***

None of our key managerial personnel has 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, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel 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.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

### ***Changes in Key Managerial Personnel during the last three years***

Following have been the changes in the Key Managerial Personnel during the last three years:

<b>Name</b>	<b>Designation</b>	<b>Date Of Appointment</b>	<b>Date Of Cessation</b>	<b>Remarks</b>
Mr. Sandeep Prithveeraj Tailor	Chief Financial Officer	19/01/2019	-	Fresh Appointment
Mrs. Keerti Laxman Lachhwani	Company Secretary & Compliance officer	19/01/2019	-	Fresh Appointment
Mr. Dharendra Gautam Chopra	Managing Director	01/12/2017	-	Change in designation
Ms. Chandani Somani	Company Secretary	15/09/2017	18/05/2018	Fresh Appointment
Mr. Amit Loonker	Chief Financial Officer	15/09/2017	18/05/2018	Fresh Appointment

### ***Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)***

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

### ***Employees***

As on the date of this Draft Prospectus, our Company has 506 employees including the Managing Director.

***Loans to Key Managerial Personnel***

There are no loans outstanding against the Key Managerial Personnel as on the date of this Draft Prospectus.

***Payment of Benefits to officers of our Company (non-salary related)***

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.

***Retirement Benefits***

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.


***Arrangements and Understanding with Major Shareholders***

None of our key managerial personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

## OUR PROMOTERS & PROMOTER GROUP

The Promoters of our Company are:

### 1) MR. DHIRENDRA GAUTAM CHOPRA;

	<b>Pan</b>	AAMPC4734H
	<b>Passport Number</b>	L1104671
	<b>Nationality</b>	Indian
	<b>Bank A/C Details</b>	Punjab National Bank; A/C No.: 0033000100950542
	<b>Address</b>	48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.
	<b>Other Details - UID No;</b>	- 7428 7962 5773


#### Brief Profile

**Dhirendra Gautam Chopra**, Managing Director of the company, is a commerce graduate; well experienced having in depth knowledge of this business which lead him to set a benchmark in Ahmedabad's Retail Stores segment. He is having experience of around 2 decades in this Retail Stores business line. He has a 15 years' experience of managing & operating business of "National Handloom" (Ahmedabad Operations) a part of Rational Handloom Co. Pvt. Ltd. as a whole and sole. He looks after the overall business development, Quality control, E commerce and sourcing of material and client relationship.

In Ahmedabad he started with a single store located at Law Garden and then expanded the business in Ahmedabad by opening stores at S.G Highway, Wadaj and Khokhra and made a "National Handloom" brand name in hearts of Ahmedabad public. Mr. Dhirubhai is reason behind all these achievement.

After that he started his own Retail stores in name of "Osia Hypermart" situated at Basement – 01, 4D Square Mall, Gandhinagar Road, Motera. He also looks after Purchasing, marketing and financial matters of business. For further details relating to Mr. Dharendra Gautam Chopra, including terms of appointment as Managing Director and other directorships, please refer to the chapter titled '*Our Management*' on page no. 121 of this Draft Prospectus.

### 2) MRS. KAVITA DHIRENDRA CHOPRA

	<b>Pan</b>	AEDPK9912Q
	<b>Passport Number</b>	G4877282
	<b>Nationality</b>	Indian
	<b>Bank A/C Details</b>	Punjab National Bank; A/C No.: 0033000100950533
	<b>Address</b>	48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.
	<b>Other Details - UID No;</b>	- 3667 6286 9991

#### Brief Profile

Mrs. Kavita Chopra is the promoter of our company. She is having an experience of nearly 10 years in this business. She primarily looks after the HR and customer relations for business development of our company.

She is also engaged in the accounting and various other works. For further details relating to Mrs. Kavita Dhirendra Chopra please refer to the chapter titled '*Our Management*' on page no. 121 of this Draft Prospectus.

### ***Other Declaration and Confirmations***

Our Company hereby confirms that the personal details of our Individual Promoter viz., Permanent Account Number, Passport Number and Bank Account Number have been submitted to NSE, at the time of filing this Draft Prospectus with them.

Our Promoters and Promoter Group Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. None of our Promoters was or also is 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 the SEBI.

Further, our Promoters have not been identified as a willful defaulter by RBI or any other Government authority and there are no violations of securities laws committed by the Promoters in the past or any such proceedings are pending against the Promoters.

### ***Payment or Benefit to Promoters of Our Company***

No payment has been made or benefit given to our Promoters in the two years preceding the date of the Draft Prospectus or is intended to be given by us except mentioned / referred to in this Chapter and in page no. 164 under Related Party Transactions, under the Chapter "*Financial Information of our company*" of the Draft Prospectus.

### ***Our Promoter Group***

#### **1. Natural Persons who are part of the Promoter Group**

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoter, are as follows:

<b>Relationship</b>	<b>Mr. Dhirendra Gautam Chopra</b>	<b>Mrs. Kavita Dhirendra Chopra</b>
Father	Mr. Gautam Jasraj Chopra	Mr. Mohanlal Ostwal
Mother	Mrs. Nirmala Gautam Chopra	Mrs. Leelaben Ostwal
Spouse	Mrs. Kavita Dhirendra Chopra	Mr. Dhirendra Gautam Chopra
Brother	Mr. Naitik Chopra	Jitu Ostwal
Sister	Mrs. Namrata Mehta	Mrs. Manju Bafna Mrs. Poonam Bafna Mrs. Dolly Chopra
Son	--	--
Daughter	Ms. Kavya Chopra Ms. Bhavi Chopra Ms. Jovita Chopra	Ms. Kavya Chopra Ms. Bhavi Chopra Ms. Jovita Chopra
Spouse's Father	Mr. Mohanlal Ostwal	Mr. Gautam Jasraj Chopra
Spouse's Mother	Mrs. Leelaben Ostwal	Mrs. Nirmala Gautam Chopra
Spouse's Brother	Jitu Ostwal	Mr. Naitik Chopra
Spouse's Sister	Mrs. Manju Bafna Mrs. Poonam Bafna Mrs. Dolly Chopra	Mrs. Namrata Mehta



## Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(pp)(iii) & (iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Entity
Any Body corporate in which twenty percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> <li>1. My Choice Giftcentre Private Limited</li> <li>2. Greygold Projects Private Limited</li> <li>3. Premjayanti Estate LLP</li> </ol>
Any Body corporate in which a body corporate as provided above holds twenty percent or more of the equity share capital.	—
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent of the total capital.	1. Dharendra Gautam Chopra HUF

### Common Pursuits of Our Promoters and Promoter Group

Our Promoters have promoted have the following companies i.e. 1) My Choice Giftcentre Private Limited; being company, established with similar objective.

Our Promoters have promoted have the following companies i.e. 1) Greygold Projects Private Limited; being company, established with different objective.

Our Promoters have promoted have established the following HUF i.e. 1) Dharendra Gautam Chopra HUF; being entity, established with different objective.

However, as on the date of this Draft Prospectus, our Company has not signed any non-compete or any other agreement / document with any of above mentioned entities.

For details please refer to chapter titled “**Our Promoters and Group Companies**” on page no. 136 of this Draft Prospectus.

However, we cannot assure that the said entities will resume their operations nor we can assure that our Promoters who have common interest in such other entities will not favor the interests of the said entities over our interest which may adversely affect our business operations. For details of our Promoter Group and Group Company/entities, please refer to Section titled “**Our Promoter Group and Group Companies / Entities**” on page no. 136 and page no. 164 under Related Party Transactions, under the Chapter “**Financial Information of our company**” of this Draft Prospectus.

## INTEREST OF PROMOTERS

### Interest in promotion of Our Company

Our Promoters jointly hold 37,45,000 Equity Shares aggregating to 85.61% of pre-issue Equity Share Capital in our Company and they are interested to the extent that they have promoted our Company and to the extent of their shareholding in our Company & dividend payable thereon, if any. The Promoters of our Company Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra are also the Managing Director and Executive Director, respectively of our Company who may be deemed to be interested to the extent of remuneration, as per the terms of his appointment and reimbursement of expenses payable to them or sitting fees paid to them. Our Promoters may be interested to the extent of unsecured loans granted to our Company. Further our Promoters may also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/

firms in which they are interested as Directors/Members/Partners. Further they may be deemed to be interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they are Proprietor/ Partner / Promoter and/or Directors. For further details, please refer to section titled ***“Related Party Transactions”*** on page no. 164 and ***“Interest of Directors”*** on page no. 125 of this Draft Prospectus.

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

Except as disclosed in the chapters titled ***“Our Business”*** and ***“Restated Financial Statements – Related Party Transactions”*** on page no. 99 and 164 respectively of this Draft Prospectus, our Promoters do not have any interest in any property acquired two years prior to the date of this Draft Prospectus. Further, our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

#### ***Interest as a creditor of Our Company***

Except as stated in the ***‘Annexure 24: Statement of Related Parties’ Transactions***’ beginning on page no. 164, our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Prospectus.

#### ***Interest as Director of our Company***

Except as stated in ***‘Annexure 24: Statement of Related Parties’ Transactions***’ beginning on page no. 164 of this Draft Prospectus, our Promoters/ Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

#### ***Interest in transactions involving acquisition of land***

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

#### **Other Ventures of our Promoters**

Except as disclosed in the chapter titled ***‘Group Companies’*** beginning on page no. 140 of this Draft Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

#### **Payment or benefit to Promoters**

For details of payments or benefits paid to our Promoters, please refer to the paragraph ***“Compensation of our Managing Director”*** in the chapter titled ***‘Our Management’*** beginning on page no. 121 of this Draft Prospectus and as disclosed under ***‘Annexure 24: Statement of Related Parties’ Transactions***’ on page no. 164 of the chapter titled ***“Restated Financial Statement”*** beginning on page no.144 of this Draft Prospectus, there has been no payment or benefit to Promoters of our Company.

#### **Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to ***‘Annexure 24: Statement of Related Parties’ Transactions***’ on page no. 164 of the chapter titled ***‘Financial Information’*** beginning on page no.144 of this Draft Prospectus.

#### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled ***“Outstanding Litigations”*** beginning on page no.178 of this Draft Prospectus.

## GROUP COMPANIES

In Accordance with the provisions of the SEBI (ICDR) Regulations 2018, for the purpose of identification of group companies, our company has considered companies as covered under the applicable accounting standards i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated December 19, 2018 our board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other company is material in nature.

The following companies have been identified as Group Company of our Company:

1. My Choice Giftcentre Private Limited

No equity shares of our above mentioned Group Company are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

### Details of Group Companies

#### 1. MY CHOICE GIFTCENTRE PRIVATE LIMITED

<b>Pan Card No.</b>	: AAICM7572Q
<b>CIN</b>	: U51101GJ2013PTC076369
<b>Date of Incorporation</b>	: August 12, 2013
<b>Registered Office Address</b>	: B/1, Basement, Akash Tower, Near Judges Bunglow Char Rasta, Bodakdev Road, Ahmedabad-380054, Gujarat, India
<b>Name of the Promoters</b>	: Mr. Dharendra Gautam Chopra; and Mrs. Kavita Dharendra Chopra

### Main Objects of the Company

The main objects of the Company to be pursued by the Company:

To carry on the business of online buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading including shopping, net marketing, marketing of consumer and other goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net e-commerce solutions business to business and business to consumers either directly or through collaboration, joint venture, or under licenses and/ or trade agreements, dealing in any manner whatsoever in all type of goods on retail trading as well as on wholesale basis in India or elsewhere.

### Interest of our Promoters

Our Promoter, Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra holds 9,00,000 equity shares constituting 60% of the issued and paid up share capital of My Choice Giftcentre Private Limited. The authorized and paid up share capital of the company is Rs. 150 Lakhs divided into 15 Lakh equity shares of Rs. 10.00 per equity share.

### Board of Directors of the Company

Sr. No.	Name of the Directors	Age	DIN No.	Pan Card No.	Address
1.	Mr. Dharendra	38 yrs	06473774	AAMPC4734H	48-A, Sthanakvasi Jain Society,

Sr. No.	Name of the Directors	Age	DIN No.	Pan Card No.	Address
	Gautam Chopra				Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.
2.	Mrs. Kavita Dhirendra Chopra	38 yrs	06473785	AEDPK9912Q	48-A, Sthanakvasi Jain Society, Nr Naranpura Rly Crossing, Naranpura, Ahmedabad- 380013, Gujarat, India.

#### Share Capital History of the Company

Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)	Cumulative Share Capital (Rs.)	Nature of / Reasons for Allotment
12-08-2013	10,000	10,000	10	10	Cash	1,00,000	Subscription to MOA
17-07-2014	1,500	11,500	10	10	Cash	1,15,000	Further Allotment
09-10-2017	14,88,500	15,00,000	10	10	Cash	1,50,00,000	Further Allotment

#### Shareholding Pattern of the Company

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Holding
1.	Dhirendra Gautamkumar Chopra	4,50,000	30
2.	Kavita Dhirendrakumar Chopra	4,50,000	30
3.	Dhirendra Chopra HUF	6,00,000	40
	<b>Total</b>	<b>15,00,000</b>	<b>100.00</b>

#### Brief Provisional Financials

(Amt. In Rs.)

Particulars	2017 – 18	2016 - 17	2016-15
Equity Capital	1,50,00,000	1,15,000	1,15,000
Reserves (excluding revaluation reserve) and Surplus	3,80,991	(1,47,590)	73,240
Net Worth	1,53,80,991	(32,590)	1,88,240
Income including other income	4,18,13,474	17,846	9,14,793
Profit/ (Loss) after tax	5,28,581	(2,20,830)	(1,31,633)
Earnings per share (face value of Rs. 10 each)	0.35	(19.2)	(11)
Net asset value per share	10.25	(2.83)	16.37

#### Other Disclosures:

- My Choice Giftcentre Private Limited is not a listed Company.

- My Choice Giftcentre Private Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.
- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against My Choice Giftcentre Private Limited.
- No application has been made to ROC for striking off the name of My Choice Giftcentre Private Limited.
- My Choice Giftcentre Private Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- My Choice Giftcentre Private Limited has a negative net-worth and has made a loss in the preceding years.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the past three financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## SECTION VI - FINANCIAL INFORMATION OF THE COMPANY

### AUDITORS REPORT ON RESTATED FINANCIAL STATEMENT

#### Independent Auditors' Report

To,  
The Board of Directors,  
**Osia Hyper Retail Limited**  
4D square, Opp. IIT Eng. College,  
Nr. D-mart, VisatGandhinagar Highway,  
Motera, Ahmedabad – 380005.

Dear Sirs,

We have examined the attached Restated Standalone Financial Information of **Osia Hyper Retail Limited** (the Company') described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of Chapter III of the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI)-Issue of Capital and Disclosure Requirements Regulations, 2018 ('ICDR Regulations') notified on September 11, 2018 the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Standalone Financial Information has been approved by its Board of Directors. Audit for the financial year ended 31st March, 2016, 31st March, 2017, 31<sup>st</sup> March, 2018 and 30th November, 2018 was conducted by M/s. Chopra Shah & Associates, Chartered Accountants accordingly reliance has been placed on the financial information examined by them for the said years / periods.

In terms of Schedule VI, Clause 11 of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Osia Hyper Retail Limited, We, M/s. J Vageriya & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

#### A. Financial Information as per Audited Financial Statements:

##### We have examined:

the attached Summary of Statement of Assets and Liabilities, as Restated as at year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 (Annexure 1);

the attached Summary of Statement of Profit and Loss, as Restated for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 (Annexure 2);

the attached Statement of Cash Flows, as Restated for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 (Annexure 3);

the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")



The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 which have been approved by the Board of Directors.

*Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:*

Restated Statement of Assets and Liabilities of the Company as for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

Restated Statement of Profit and Loss of the Company for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

Restated Statement of Cash Flows of the Company for the year / period ended 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 are as set out in Annexure 3 after making such material adjustments and regroupings;

Adjustments for any material amounts in the respective financial years / period have been made to which they relate; and

There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.

Adjustments in Financial Statements has been made in accordance with the correct accounting policies

There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".

There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".

There are no audit qualifications in the "Restated Financial Statements"

#### **B. Other Financial Information:**

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

(a) Statement of Details of Share Capital as at 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 5 to this report.

(b) Statement of Details of Reserves & Surplus as at 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 6 to this report.

(c) Statement of Details of Long Term Borrowings as at 31st March, 2016, 31<sup>st</sup> March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 7 to this report.

(d) Statement of Details of Deferred Tax Liability as at 31st March, 2016, 31<sup>st</sup> March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 8 to this report.

(e) Statement of Details of Long term provisions as at 31st March, 2016, 31<sup>st</sup> March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 9 to this report.

- (f) Statement of Details of Short Term Borrowings as at 31st March, 2016, 31<sup>st</sup> March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 10 to this report.
- (g) Statement of Details of Trade Payables of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 11 to this report.
- (h) Statement of Details of Other Current Liabilities of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 12 to this report.
- (i) Statement of Details of Short Term Provisions of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 13 to this report.
- (j) Statement of Details of Fixed Assets of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 14 to this report.
- (k) Statement of Details of Long Term Loans & Advances of the Company for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 15 to this report.
- (l) Statement of Details of Inventories of the Company for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30<sup>th</sup> November, 2018 as set out in Annexure 16 to this report.
- (m) Statement of Details of Trade Receivables of the Company for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 17 to this report.
- (n) Statement of Details of Cash & Cash Equivalents of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30<sup>th</sup> November, 2018 as set out in Annexure 18 to this report.
- (o) Statement of Details of Short term Loans & Advances of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 19 to this report.
- (p) Statement of Details of Other current asset of the Company for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 20 to this report.
- (q) Statement of Details of Revenue from Operations of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30<sup>th</sup> November, 2018 as set out in Annexure 21 to this report.
- (r) Statement of Details of Other Income of the Company for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 22 to this report.
- (s) Statement of Accounting Ratios for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 23 to this report.
- (t) Statement of Details of Related Party Transactions of the Company for the year/ period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30<sup>th</sup> November, 2018 as set out in Annexure 24 to this report.
- (u) Statement of Tax Shelter for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 25 to this report.
- (v) Statement of Capitalisation for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 26 to this report.

(w) Statement of Reconciliation of Restated Profit for the year / period ended on 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th November, 2018 as set out in Annexure 27 to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 34 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

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

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report. This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For J Vageriya & Associates  
Chartered Accountants  
Firm Registration No.: 124193W

Sd/-  
(CA. Jitendra Vageriya)  
Partner  
Membership No: 114424  
Place: Ahmedabad  
Date: 9th February, 2019

**ANNEXURE-1**  
**STATEMENTS OF ASSETS AND LIABILITIES AS RESTATED**

(Amt. in Rs.)

Particulars		Anne xure	As At 30th Nov 2018	As At 31st March 2018	As At 31st March 2017	As At 31st March 2016
I.	<b>EQUITY AND LIABILITIES</b>					
1	<b>Shareholders' funds</b>					
	(a) Share Capital	5	4,37,50,000	3,75,00,000	1,87,50,000	1,50,00,000
	(b) Reserves and Surplus	6	20,56,30,785	7,44,61,907	3,96,79,478	45,90,157
2	<b>Share application money pending allotment</b>		Nil	8,50,00,000	Nil	Nil
3	<b>Non-current liabilities</b>					
	(a) Long-Term Borrowings	7	19,34,96,672	12,48,26,438	11,57,55,381	6,87,03,698
	(b) Deferred Tax Liabilities (Net)	8	62,80,732	42,98,617	9,61,324	Nil
	(c) Long-Term Provisions	9	34,78,353	23,93,089	13,17,329	4,18,397
	(d) Other Long-Term Liabilities		Nil	Nil	Nil	Nil
4	<b>Current liabilities</b>					
	(a) Short-Term Borrowings	10	10,44,07,598	9,06,37,767	7,77,23,618	5,47,62,289
	(b) Trade Payables	11	53,77,18,970	31,49,82,235	21,82,15,479	11,56,34,296
	(c) Other Current Liabilities	12	1,75,05,260	1,39,45,814	1,22,72,657	16,41,254
	(d) Short-Term Provisions	13	4,51,83,914	3,34,19,440	1,29,47,992	48,11,936
	<b>TOTAL</b>		1,15,74,52,284	78,14,65,307	49,76,23,258	26,55,62,027
II.	<b>ASSETS</b>					
1	<b>Non-current assets</b>					
	(a) Fixed Assets	14	21,94,80,491	19,78,21,109	7,98,77,514	6,24,38,492
	(i) Property, Plant and Equipments		92,000	92,000	47,000	47,000
	(ii) Intangible Assets		1,79,47,532	1,48,64,453	7,35,76,822	Nil
	(iii) Capital Work in Progress		23,75,20,023	21,27,77,562	15,35,01,336	6,24,85,492
	<b>Net Block</b>					
	(b) Non Current Investments		Nil	Nil	Nil	Nil
	(c) Long-term loans and advances	15	4,36,66,433	2,76,49,790	51,46,500	34,23,500
	(d) Other Non Current Assets		Nil	Nil	Nil	Nil
	(e) Deferred Tax Assets	8	Nil	Nil	Nil	4,39,716
2	<b>Current assets</b>					
	(a) Current Investments		Nil	Nil	Nil	Nil
	(b) Inventories	16	78,35,49,436	50,33,01,327	30,84,72,258	18,22,06,137
	(c) Trade receivables	17	37,88,648	45,12,980	46,68,061	12,08,145
	(d) Cash and Bank Balances	18	2,16,72,578	2,33,23,970	1,45,13,605	1,32,34,004
	(e) Short-term loans and advances	19	6,70,86,506	96,46,420	1,11,04,612	24,40,291
	(f) Other Current Assets	20	1,68,660	2,53,258	2,16,886	1,24,742
	<b>TOTAL</b>		1,15,74,52,284	78,14,65,307	49,76,23,258	26,55,62,027

**ANNEXURE-2**

**STATEMENT OF PROFIT AND LOSS AS RESTATED**

(Amt. in Rs.)

Particulars		Refer Note No.	For the eight months period ended Nov 2018	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016
I.	Revenue from operations	21	1,44,51,26,974	1,41,80,01,733	95,01,16,920	53,35,81,374
II.	Other income	22	50,09,470	43,26,315	31,61,551	17,92,919
III.	Total Revenue (I + II)		1,45,01,36,444	1,42,23,28,048	95,32,78,471	53,53,74,293
IV.	Expenses:					
	Cost of Material Consumed		Nil	Nil	Nil	Nil
	Purchase of stock in trade		1,38,72,69,515	1,27,20,25,048	90,59,27,048	57,72,57,052
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		(28,02,48,109)	(19,48,29,069)	(12,62,66,121)	(14,54,56,614)
	Employee benefits expense		6,69,70,513	8,85,95,595	5,00,55,789	3,31,86,341
	Finance costs		2,33,39,548	2,33,21,186	1,77,46,630	87,28,262
	Depreciation and amortization expense		1,28,65,536	1,29,25,340	63,75,064	90,30,946
	Other expenses		16,57,78,323	13,85,11,485	8,44,23,499	4,70,63,992
	Contribution to Gratuity		10,85,264	10,75,760	8,98,932	4,18,397
	Total Expenses		1,37,70,60,590	1,34,16,25,345	93,91,60,841	53,02,28,376
V.	Profit before tax (III- IV)		7,30,75,854	8,07,02,703	1,41,17,630	51,45,917
VI	Exceptional Items					
VII	Extraordinary Items		Nil	Nil	Nil	Nil
VIII	Profit before tax (V+VI)		7,30,75,854	8,07,02,703	1,41,17,630	51,45,917
IX	Tax expense:					
	(1) Current tax		2,36,74,862	2,38,32,981	38,77,269	20,83,327
	(2) Deferred tax		19,82,115	33,37,293	14,01,040	(4,67,374)
	(3) Earlier year Income tax		Nil	Nil	Nil	Nil
X	Profit (Loss) for the period (XI + XIV)		4,74,18,877	5,35,32,429	88,39,321	35,29,964
	Earnings per equity share:					
	- Basic		12.27	14.28	5.40	2.35
	- Diluted		12.27	14.28	5.40	2.35
	- Adjusted Basic		12.27	14.28	5.40	2.35

**ANEXURE - 3**  
**STATEMENT OF CASHFLOWS AS RESTATED**

(Amount in Rs.)

Sr. No.	Particulars	AS ON 30/11/2018	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
<b>A.</b>	<b>Cash flow from Operating Activities</b>				
	Net Profit Before tax as per Statement of Profit & Loss	7,30,75,854	8,07,02,703	1,41,17,630	51,45,917
	Adjustments for :				
	Depreciation & Amortisation Exp.	1,28,65,536	1,29,25,340	63,75,064	90,30,946
	Finance Cost	2,33,39,548	2,33,21,186	1,77,46,630	87,28,262
		10,92,80,938	11,69,49,229	3,82,39,324	2,29,05,125
	Exceptional Items	Nil	Nil	Nil	Nil
	Extraordinary Items	Nil	Nil	Nil	Nil
	Preliminary Expenses Written off	Nil	Nil	Nil	Nil
		<b>10,92,80,938</b>	<b>11,69,49,229</b>	<b>3,82,39,324</b>	<b>2,29,05,125</b>
	Operating Profit before working capital changes				
	Changes in Working Capital				
	Trade receivable	7,24,332	1,55,081	(34,59,916)	(2,22,963)
	Short-term loans and advances	(5,74,40,086)	14,58,192	(86,64,321)	43,53,814
	Inventories	(28,02,48,109)	(19,48,29,06)	(12,62,66,121)	(14,54,56,614)
	Other current assets	84,598	(36,37)	(92,144)	(68,026)
	Trade Payables	22,27,36,735	9,67,66,756	10,25,81,183	8,49,54,956
	Other Current Liabilites	35,59,446	16,73,157	1,06,31,403	9,05,678
	Provisions	(1,08,25,124)	2,15,47,208	90,34,988	47,42,005
	Net Cash Flow from Operation				
	Less : Income Tax paid	(12,14,08,208)	(7,32,65,047)	(1,62,34,928)	(5,07,91,151)
	<b>Net Cash Flow from Operating Activities (A)</b>	Nil	(2,38,32,981)	(38,77,269)	(20,83,327)
		<b>(1,21,27,270)</b>	<b>1,98,51,201</b>	<b>1,81,27,127</b>	<b>(2,99,69,353)</b>

<b>B.</b>	<b>Cash flow from investing Activities</b>				
	Purchase/Sale of Fixed Assets (Net)	(3,76,07,996)	(7,22,01,566)	(9,73,90,908)	(6,05,91,292)
	Movement in Loan & Advances	(1,60,16,643)	(2,25,03,290)	(17,23,000)	(34,03,500)
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>(5,36,24,639)</b>	<b>(9,47,04,856)</b>	<b>(9,91,13,908)</b>	<b>(6,39,94,792)</b>
<b>C.</b>	<b>Cash Flow From Financing Activities</b>				
	Increase / (Decrease) in Long term borrowings	6,86,70,234	90,71,057	4,70,51,683	6,54,02,879
	Increase / (Decrease) in Short term borrowings	1,37,69,831	1,29,14,149	2,29,61,329	4,85,76,749
	Share application money pending allotment	Nil	8,50,00,000	Nil	Nil
	Proceeds from the issue of share capital	50,00,000	Nil	3,00,00,000	Nil
	Finance Cost	(2,33,39,548)	(2,33,21,186)	(1,77,46,630)	(87,28,262)
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>6,41,00,517</b>	<b>8,36,64,020</b>	<b>8,22,66,382</b>	<b>10,52,51,366</b>
<b>D.</b>	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(16,51,392)</b>	<b>88,10,365</b>	<b>12,79,601</b>	<b>1,12,87,221</b>
<b>E.</b>	<b>Opening Cash &amp; Cash Equivalents</b>	<b>2,33,23,970</b>	<b>1,45,13,605</b>	<b>1,32,34,004</b>	<b>19,46,783</b>
<b>F.</b>	<b>Cash and cash equivalents at the end of the period</b>	<b>2,16,72,578</b>	<b>2,33,23,970</b>	<b>1,45,13,605</b>	<b>1,32,34,004</b>
<b>G.</b>	<b>Cash And Cash Equivalents Comprise</b>				
	Cash	1,31,58,012	1,86,65,481	17,46,728	31,38,104
	<b>Bank Balance :</b>				
	Current Account	71,65,056	33,47,440	1,15,42,798	1,00,95,900
	Deposit Account	13,49,510	13,11,049	12,24,079	Nil
	<b>Total</b>	<b>2,16,72,578</b>	<b>2,33,23,970</b>	<b>1,45,13,605</b>	<b>1,32,34,004</b>



## **NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS**

### **ANNEXURE – 4**

#### **Restated Significant accounting policies and notes on Accounts:**

##### **a.) Basis of preparation of financial statements**

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 2013 and all Expenses and Income (except Bonus to Employees), unless specifically stated to be otherwise, have been accounted for on mercantile basis.

##### **b.) Use of Estimates**

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

##### **c.) Cash Flow Statement**

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

##### **d.) Contingencies and Events Occurring After the Balance Sheet Date**

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

##### **e.) Fixed Assets**

Fixed Assets are stated at cost of acquisition or construction, inclusive of inward freight, duties & taxes and other related incidental expenses and exclusive of Modvat / Cenvat benefit availed less accumulated depreciation and impairment of loss, if any. All cost including finance cost till the asset is put to commercial use are capitalized.

##### **f.) Depreciation accounting**

a. Machinery spares which can be used only in connection with an item of fixed assets and whose use as per technical assessment is expected to be irregular are capitalized and depreciated over the residual life of the respective assets.

b. The company has changed the method of depreciation from F.Y.: 2016-17 onwards from written down value method to straight line method.

(As per revised AS – 10 Property, Plant and Equipment – Change in method of depreciation is change in accounting estimates. Hence no retrospective effect required)

c. Depreciation on fixed assets is provided on depreciable value of assets using straight-line method on the basis of useful life specified in Schedule II to the companies Act, 2013.

**g.) Impairment of assets**

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the Statement of Profit & Loss and carrying amount of the asset is reduced to its recoverable amount. Reversal of impairment losses recognized in previous years is recorded when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased.

**h.) Accounting for Investments**

Long term Investments are stated at cost less provision for diminution, other than temporary, in the value of Investments

**i.) Inventories**

Finished goods are valued at lower of cost or net realisable value after providing for obsolescence.

**j.) Revenue Recognition**

Sales comprise invoice value of goods net of GST, VAT & CENVAT and are recognized on transfer of risk and rewards associated with the property in goods to the buyer which is normally on delivery as per terms of sales.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept. Other items of Income are accounted as and when the right to receive arises.

**k.) Accounting for Government Grants**

The Government grants/ incentives are accounted for on mercantile basis and are recognised in books to the extent of approval of same from government i.e. as & when the same is crystallized and/or there is a reasonable certainty of receipt of same.

**l.) Accounting for Government Grants**

P.F. & E.S.I. is accrued on monthly basis in accordance with the terms of contract with the employee/ relevant Act and is deposited in the Statutory Fund.

**Gratuity Plan**

The cost of providing benefit under the scheme are determined on the basis of actuarial valuation at each year end and contribution for the year is charged to the statement of profit and loss for the year.

**m.) Modvat / Cenvat**

Cenvat benefit is accounted for by reducing the purchase cost of the materials/fixed assets.

**n.) Related Party Disclosure**

The Disclosures of Transaction with the related parties as defined in the Accounting Standard 18 are given in ANNEXURE 24.

#### o.) Earnings Per Share

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 “Earnings per Share”. Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

#### p.) Taxation

Provision for Income Tax comprises of current tax and deferred tax charge or release. Deferred Tax is recognized subject to consideration of prudence on timing differences being difference between taxable and accounting Income/Expenditure that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

#### q.) Minimum Alternate Tax Credit

Minimum Alternate Tax Credit Entitlement is recognised in the books of account when there is convincing evidence that the Company will pay normal income tax during the specified period. The Entitlement is reviewed at each balance sheet date with regard to the correctness of the carrying amount.

#### r.) Discontinuing Operations:-

During the years/period, the company has not discontinued any of its operations.

#### s.) Provisions Contingent liabilities and contingent assets:-

- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- Contingent Liabilities are not recognized but disclosed in the financial statements.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

### ANNEXURE – 5 STATEMENT OF SHARE CAPITAL,

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Share Capital</b>				
<b>Authorised Share Capital</b>				
Equity shares of Rs.10 each	70,00,000	70,00,000	20,00,000	15,00,000
Share Capital	7,00,00,000	7,00,00,000	2,00,00,000	1,50,00,000
<b>Issued, Subscribed and Paid up Share Capital</b>				
Equity Shares of Rs. 10 each fully paid up	43,75,000	37,50,000	18,75,000	15,00,000
Share Capital (in Rs.)	4,37,50,000	3,75,00,000	1,87,50,000	1,50,00,000
<b>Total</b>	<b>4,37,50,000</b>	<b>3,75,00,000</b>	<b>1,87,50,000</b>	<b>1,50,00,000</b>

Notes

1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. The reconciliation of the number of shares outstanding as at: -

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Number of shares at the beginning	37,50,000	18,75,000	15,00,000	15,00,000
Add: Shares issued during the year	6,25,000	Nil	3,75,000	Nil
Add: Bonus Shares issued during the year	Nil	18,75,000	Nil	Nil
Number of shares at the end	43,75,000	37,50,000	18,75,000	15,00,000
Weighted Average Number of Shares at the end	38,64,726	37,50,000	16,35,959	15,00,000

4. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at (Nos. of Share)			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Dhirendra Chopra	18,75,000	18,75,000	9,37,500	7,50,000
Kavita Chopra	18,70,000	18,70,000	9,37,500	7,50,000
Monarch Comtrade Pvt Ltd	4,16,670	Nil	Nil	Nil
<b>Total</b>	<b>41,61,670</b>	<b>37,45,000</b>	<b>18,75,000</b>	<b>15,00,000</b>

**ANNEXURE – 6**  
**STATEMENT OF RESERVES AND SURPLUS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Reserves and Surplus</b>				
<b>A. Securities Premium Account</b>				
Opening Balance	75,00,000	2,62,50,000	Nil	Nil
Add -Securities premium credited on Share issue	8,37,50,000	Nil	2,62,50,000	Nil
Less- Utilised for issuing Bonus Shares	Nil	1,87,50,000	Nil	Nil
<b>Closing Balance</b>	<b>9,12,50,000</b>	<b>75,00,000</b>	<b>2,62,50,000</b>	<b>Nil</b>
<b>B) Surplus in Profit and Loss account</b>				
Opening Balance	6,69,61,907	1,34,29,478	45,90,157	10,60,193
Add: Restated Profit/ (Loss) for the year	4,74,18,878	5,35,32,429	88,39,321	35,29,964

Less- Utilised for issuing Bonus Shares	Nil	Nil	Nil	Nil
<b>Total</b>	<b>11,43,80,785</b>	<b>6,69,61,907</b>	<b>1,34,29,478</b>	<b>45,90,157</b>
<b>Total</b>	<b>20,56,30,785</b>	<b>7,44,61,907</b>	<b>3,96,79,478</b>	<b>45,90,157</b>

1. Company does not have any Revaluation Reserve.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 7**  
**STATEMENT OF LONG TERM BORROWINGS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Long Term Borrowings</b>				
(I) From Scheduled Banks	1,20,53,428	96,29,115	22,32,880	40,28,106
(II) From Financial Institutions	5,53,81,902	5,67,95,669	5,87,37,486	2,94,742
(III) From Related Parties ('Promoters' and 'Promoter Group Companies')				
<b>A) From Body Corporate</b>				
Inter Corporate Loan	Nil	Nil	Nil	Nil
<b>B) From Others</b>				
Directors & Relatives	Nil	Nil	Nil	15,00,000
Others	Nil	Nil	Nil	Nil
<b>Sub Total (I)+(II)</b>	<b>6,74,35,330</b>	<b>6,64,24,784</b>	<b>6,09,70,366</b>	<b>43,22,848</b>
<b>(IV) From Others</b>				
Inter Corporate Loan	11,22,09,474	4,16,99,760	3,48,94,850	5,15,51,040
Others	1,38,51,868	1,67,01,894	1,98,90,165	1,13,29,810
<b>Sub Total (III)</b>	<b>12,60,61,342</b>	<b>5,84,01,654</b>	<b>5,47,85,015</b>	<b>6,28,80,850</b>
<b>Total (I+II+III)</b>	<b>19,34,96,672</b>	<b>12,48,26,438</b>	<b>11,57,55,381</b>	<b>6,72,03,698</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

**ANNEXURE – 8**  
**STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amt. in Rs.)

Particulars	30.11.2018	2017-18	2016-17	2015-16
Depreciation Difference	1,89,96,255	1,40,77,050	38,06,483	(10,04,633)
Disallowance under section 43B of the Income Tax Act 1961	-	10,75,760	8,98,932	4,18,397
Deferred Tax Asset (Net)	1,89,96,255	1,30,01,290	29,07,551	(14,23,030)
Tax Rate	33.06%	33.06%	33.06%	30.90%
Deferred Tax (Asset)/Liabilities (Net) as at the beginning of the year	42,98,617	9,61,324	(4,39,716)	27,658
Deferred Tax (Income)/Expense to be recognized in the P&L this year	19,82,115	33,37,293	14,01,040	(4,67,374)
<b>Deferred Tax (Asset)/Liabilities (Net) as at the Closing of the year</b>	<b>62,80,732</b>	<b>42,98,617</b>	<b>9,61,324</b>	<b>(4,39,716)</b>

**ANNEXURE – 9**  
**STATEMENT OF LONG TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Provision for Employee Benefits	34,78,353	23,93,089	13,17,329	4,18,397
Others	Nil	Nil	Nil	Nil
<b>Total</b>	<b>34,78,353</b>	<b>23,93,089</b>	<b>13,17,329</b>	<b>4,18,397</b>

**ANNEXURE – 10**  
**STATEMENT OF SHORT TERM BORROWINGS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Secured: -</b>				
Loan Repayable on Demand Working Capital Loan	10,44,07,598	9,06,37,767	7,77,23,618	5,47,62,289
From Banks From Directors and Relatives	Nil	Nil	Nil	Nil
<b>Total</b>	<b>10,44,07,598</b>	<b>9,06,37,767</b>	<b>7,77,23,618</b>	<b>5,47,62,289</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

4. Statement of Principal Terms of Working Capital Loan and Assets Charged as Security

Name of Lender	Type of Loan	Sanctioned Amount (Rs.)	Rate of Interest p.a.	Repayment Sechedule	Outstanding amount as on (as per Books)
					30.11.2018
Punjab National Bank	Working Capital Finance	20,00,00,000	10.95%	On Demand	10,44,07,598

Security: -

Working Capital Loan from Punjab National Bank is secured against entire current assets of the company (present and future) including stock.

**ANNEXURE – 11**  
**STATEMENT OF TRADE PAYABLES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Trade Payables</b>				
Micro Small and Medium Enterprises	Nil	Nil	Nil	Nil
Others	53,77,18,970	31,49,82,235	21,82,15,479	11,56,34,296
<b>Total</b>	<b>53,77,18,970</b>	<b>31,49,82,235</b>	<b>21,82,15,479</b>	<b>11,56,34,296</b>

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 12**  
**STATEMENT OF OTHER CURRENT LIABILITIES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Other Current Liabilities</b>				
Current Maturities of Long Term Debt	Nil	Nil	Nil	Nil
From Banks and Financial Institutions	1,45,75,968	1,33,11,624	1,01,36,544	Nil
Statutory Payables	26,39,292	5,79,190	21,36,113	5,62,740
Others	2,90,000	55,000	Nil	10,78,514



Creditors for Capital Goods	Nil	Nil	Nil	Nil
Book Overdraft	Nil	Nil	Nil	Nil
Security Deposit	Nil	Nil	Nil	Nil
Advance from Customer	Nil	Nil	Nil	Nil
Advances for Sale of Assets	Nil	Nil	Nil	Nil
<b>Total - (I)</b>	<b>1,75,05,260</b>	<b>1,39,45,814</b>	<b>1,22,72,657</b>	<b>16,41,254</b>

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

### ANNEXURE – 13 STATEMENT OF SHORT TERM PROVISIONS

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Short Term Provisions</b>				
Provision for Income Tax	2,52,86,425	2,41,11,563	38,88,609	20,83,327
Other Provisions	1,98,97,489	93,07,877	90,59,383	27,28,609
<b>Total - (II)</b>	<b>4,51,83,914</b>	<b>3,34,19,440</b>	<b>1,29,47,992</b>	<b>48,11,936</b>

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

### ANNEXURE – 14 STATEMENT OF FIXED ASSETS

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Tangible Assets</b>				
Building	10,07,38,977	10,26,38,022	3,15,06,452	3,17,57,988
Computer	43,75,282	27,08,814	25,19,914	12,52,072
Electrical Installations	2,24,95,344	1,58,21,326	56,11,129	11,74,793
Furniture And Fittings	5,41,63,369	4,78,39,998	2,98,59,513	2,28,89,339
Office Equipment	1,53,27,557	1,18,80,686	63,08,060	31,82,491
Vehicles	2,23,79,962	1,69,32,263	40,72,446	21,81,809
	<b>21,94,80,491</b>	<b>19,78,21,109</b>	<b>7,98,77,514</b>	<b>6,24,38,492</b>
<b>Intangible Assets</b>				
Intangible Assets under development				
Soft wares	92,000	92,000	47,000	47,000
	<b>92,000</b>	<b>92,000</b>	<b>47,000</b>	<b>47,000</b>

<b>Capital Work-in-Progress</b>	1,79,47,532	1,48,64,453	7,35,76,822	Nil
<b>Total</b>	<b>1,79,47,532</b>	<b>1,48,64,453</b>	<b>7,35,76,822</b>	<b>Nil</b>

1. The company has not maintained Fixed Asset Register. The above statement has been prepared on the basis of information provided by the management of the company.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 15**  
**STATEMENT OF LONG-TERM LOANS AND ADVANCES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Deposit	4,16,66,433	2,76,49,790	51,46,500	34,23,500
Prepaid Insurance	20,00,000	Nil	Nil	Nil
<b>Total</b>	<b>4,36,66,433</b>	<b>2,76,49,790</b>	<b>51,46,500</b>	<b>34,23,500</b>

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 16**  
**STATEMENT OF INVENTORIES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Raw Materials	Nil	Nil	Nil	Nil
Work in Progress	Nil	Nil	Nil	Nil
Finished Goods	78,35,49,436	50,33,01,327	30,84,72,258	18,22,06,137
<b>Total</b>	<b>78,35,49,436</b>	<b>50,33,01,327</b>	<b>30,84,72,258</b>	<b>18,22,06,137</b>

Note:-

Value of inventory as on 30/11/2018 has been taken as certified by the management of the company.

**ANNEXURE – 17**  
**STATEMENT OF TRADE RECEIVABLES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>				

From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>				
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	Nil	Nil	Nil	Nil
Others	37,88,648	45,12,980	46,68,061	12,08,145
<b>Total</b>	<b>37,88,648</b>	<b>45,12,980</b>	<b>46,68,061</b>	<b>12,08,145</b>

Note

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management.

**ANNEXURE – 18**  
**STATEMENT OF CASH & CASH EQUIVALENTS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Cash and Cash Equivalents:</b> (as per Accounting Standard 3: Cash flow Statements)				
Balances with Banks in Current Accounts	71,65,056	33,47,440	1,15,42,798	1,00,95,900
Cash on Hand	1,31,58,012	1,86,65,481	17,46,728	31,38,104
<b>Other Bank Balances</b>				
Bank deposits with original maturity of more than 12 months	13,49,510	13,11,049	12,24,079	Nil
<b>Total</b>	<b>2,16,72,578</b>	<b>2,33,23,970</b>	<b>1,45,13,605</b>	<b>1,32,34,004</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 19**  
**STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Unsecured, Considered Good unless otherwise stated</b>				
a. Balance with Government Authorities	3,11,07,950	Nil	Nil	Nil
b. Others (specify nature)				

Advance Tax & TDS	41,56,174	68,07,144	25,38,271	10,22,309
Prepaid Expenses	3,18,22,382	28,39,276	85,66,341	14,17,982
Others				
<b>Total</b>	<b>6,70,86,506</b>	<b>96,46,420</b>	<b>1,11,04,612</b>	<b>24,40,291</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

**ANNEXURE – 20**  
**STATEMENT OF OTHER CURRENT ASSETS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Prepaid Expenses	1,68,660	2,53,258	2,16,886	1,24,742
<b>Total</b>	<b>1,68,660</b>	<b>2,53,258</b>	<b>2,16,886</b>	<b>1,24,742</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 21**  
**REVENUE FROM OPERATIONS**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
<b>Revenue From Opertaion</b>				
(i) Sales	1,44,04,32,389	1,41,38,26,404	94,72,52,007	53,14,91,386
(ii) Other Operating Revenue	46,94,585	41,75,329	28,64,913	20,89,988
<b>Total</b>	<b>1,44,51,26,974</b>	<b>1,41,80,01,733</b>	<b>95,01,16,920</b>	<b>53,35,81,374</b>

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – 22**  
**STATEMENT OF OTHER INCOME**

(Amt. in Rs.)

Particulars	As at			
	30.11.2018	31.03.2018	31.03.2017	31.03.2016
Interest on Fixed Deposit	42,735	96,634	1,04,795	1,89,365
Rent Income	17,61,502	23,02,622	4,58,050	1,50,000
Discount Income	Nil	1,84,131	2,32,982	2,40,649
Display Income	8,73,105	13,19,879	22,53,781	6,36,207
Misc Income	1,63,844	17,376	22,484	4,446
Commission Income	38,939	1,63,573	89,459	Nil
Interest on IT Refund	Nil	2,42,100	Nil	2,252
Scrap Income	21,29,345	Nil	Nil	5,70,000
<b>Total</b>	<b>50,09,470</b>	<b>43,26,315</b>	<b>31,61,551</b>	<b>17,92,919</b>

**Notes:**

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE - 23**  
**SUMMARY OF ACCOUNTING RATIOS**

(Amt. in Rs.)

Ratios	For the period ended 30 Nov 2018	For the period ended 31 March 2018	For the period ended 31 March 2017	For the period ended 31 March 2016
Restated PAT as per P & L Account	4,74,18,877	5,35,32,429	88,39,321	35,29,964
Number of shares at the end	43,75,000	37,50,000	18,75,000	15,00,000
Weighted Average Number of Equity Shares at the end of the Year/Period	38,64,726	37,50,000	16,35,959	15,00,000
Earnings Per Share				
Basic & Diluted - before bonus	12.27	14.28	5.40	2.35
Basic & Diluted - after bonus	12.27	14.28	2.70	1.18
Net Worth	24,93,80,785	11,19,61,907	5,84,29,478	1,95,90,157
Current Assets	87,62,65,828	54,10,37,955	33,89,75,422	19,92,13,319
Current Liabilities	70,48,15,742	45,29,85,256	32,11,59,746	17,68,49,775

Return on Net Worth (%)	19.01	47.81	15.13	18.02
Nominal Value per Equity share (Rs.)	10	10	10	10
Current Ratio	1.24	1.19	1.06	1.13

**ANNEXURE - 24**  
**STATEMENT OF RELATED PARTY TRANSACTION**

(Amt. in Rs.)

Nature of Transaction	Name of the related party	Nature Of Relation	For the year ended 30 November 2018	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016
Directors Remuneration	Dhirendra G. Chopra	Director	24,00,000	30,00,000	15,00,000	12,00,000
	Kavita D. Chopra	Director	24,00,000	30,00,000	15,00,000	12,00,000
Unsecured Loan Taken	Dhirendra Chopra HUF	HUF Of Director	Nil	6,00,000	Nil	Nil
	Dhirendra G. Chopra	Director	Nil	10,00,000	Nil	Nil
Unsecured Loan Repaid	Dhirendra Chopra HUF	HUF Of Director	Nil	6,00,000	Nil	Nil
	Dhirendra G. Chopra	Director	Nil	10,00,000	Nil	Nil
Purchase Of Goods	My Choice Giftcentre Pvt Ltd	Common Director	Nil	1,68,42,027	Nil	Nil
Rent Expenses	Dhirendra Chopra	Director	30,00,000	Nil	Nil	Nil
	Kavita D. Chopra	Director	30,00,000	Nil	Nil	Nil
Commision Expenses	Nirmala G. Chopra	Relative Of Director	Nil	80,000	Nil	Nil

**Note**

1. List of Relatives/persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management.

**ANNEXURE - 25**  
**STATEMENT OF TAX SHELTERS**

(Amt. in Rs.)

Particulars	Year ended November 30, 2018	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Restated Profit before tax (A)	7,30,75,854	8,07,02,703	1,41,17,630	51,45,917
Tax Rate (%)	33.06%	33.06%	33.06%	30.90%

Tax at notional rate on profits	2,41,61,070	2,66,82,735	46,67,712	15,90,088
<b>Adjustments :</b>				
<b>Permanent Differences(B)</b>				
Expenses disallowed under Income Tax Act, 1961	23,63,393	5,30,646	5,11,139	36,703
<b>Total Permanent Differences(B)</b>	<b>23,63,393</b>	<b>5,30,646</b>	<b>5,11,139</b>	<b>36,703</b>
<b>Income considered separately (C)</b>	Nil	Nil	Nil	Nil
<b>Total Income considered separately (C)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Timing Differences (D)</b>				
Difference between book depreciation and tax depreciation	(49,19,205)	(1,02,25,569)	(38,00,788)	11,41,142
Excess Depreciation Charged in Previous years	Nil	Nil	Nil	Nil
Difference due to any other items of addition u/s 28 to 44DA	10,85,264	10,75,760	8,98,932	4,18,397
<b>Total Timing Differences (D)</b>	<b>(38,33,941)</b>	<b>(91,49,809)</b>	<b>(29,01,856)</b>	<b>15,59,539</b>
<b>Net Adjustments E = (B+D)</b>	<b>(14,70,548)</b>	<b>(86,19,163)</b>	<b>(23,90,717)</b>	<b>15,96,242</b>
<b>Tax expense / (saving) thereon</b>	(4,86,207)	(28,49,754)	(7,90,443)	4,93,239
<b>Income from Other Sources (F)</b>	Nil	Nil	Nil	Nil
<b>Loss of P.Y. Brought Forward &amp; Adjusted(G)</b>	Nil	Nil	Nil	
<b>Taxable Income/(Loss) (A+E+F+G)</b>	<b>7,16,05,306</b>	<b>7,20,83,540</b>	<b>1,17,26,913</b>	<b>67,42,159</b>
<b>Taxable Income/(Loss) as per MAT</b>	7,30,75,854	8,07,02,703	1,41,17,630	51,45,917
<b>Tax as per MAT</b>	1,49,00,167	1,64,55,281	28,78,585	10,49,252
<b>Tax as per Normal Calculation</b>	2,36,74,862	2,38,32,981	38,77,269	20,83,327
<b>MAT Credit Utilised</b>	Nil	Nil	Nil	Nil
<b>Tax Liability Computed</b>	<b>2,36,74,862</b>	<b>2,38,32,981</b>	<b>38,77,269</b>	<b>20,83,327</b>
<b>MAT credit entitlement / Carried Forward</b>	Nil	Nil	Nil	Nil
<b>Tax paid</b>	Nil	Nil	Nil	Nil
<b>Tax paid as per normal or MAT</b>	Normal	Normal	Normal	Normal

**ANNEXURE – 26**  
**STATEMENT OF CAPITALISATION**

(Amt. in Rs.)

Particulars	Pre Issue 30-11-2018	Post Issue
<b>Borrowings</b>		
Short term debt (A)	10,44,07,598	XXXX
Long Term Debt (B)	19,34,96,672	XXXX
<b>Total debts (C)</b>	<b>29,79,04,270</b>	<b>XXXX</b>
<b>Shareholders' funds</b>		
Equity share capital	4,37,50,000	XXXX



Reserve and surplus - as restated	20,56,30,785	XXXX
<b>Total shareholders' funds</b>	<b>24,93,80,785</b>	XXXX
<b>Long term debt / shareholders funds</b>	0.78	XXXX
<b>Total debt / shareholders funds</b>	1.19	XXXX

**ANNEXURE - 27**  
**STATEMENT OF RECONCILIATION OF RESTATED PROFIT**

(Amt. in Rs.)

Particulars	30/11/2018	2017-18	2016-17	2015-16
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	5,44,72,069	5,61,13,240	94,51,717	38,17,282
<b>Adjustments for:</b>				
<b>Less: - Increase in expenses</b>				
Salary Expense ( Gratuity )	Nil	10,75,760	8,98,932	4,18,397
Depreciation	24,710	24,710	1,896	Nil
<b>Add: - Decrease in Expenses</b>				
Loan Processing Fees	Nil	Nil	7,69,791	Nil
Depreciation	Nil	Nil	Nil	Nil
Change in Provision for Income Tax	28,73,984	(13,32,981)	(2,67,242)	(11,340)
MAT entitlements	Nil	Nil	Nil	Nil
Deffered Tax Asset / (Liabilit y ) Adjustment	(8,72,978)	(1,47,360)	(2,14,117)	1,42,419
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>5,64,48,365</b>	<b>5,35,32,429</b>	<b>88,39,321</b>	<b>35,29,964</b>
	4,74,18,877	5,35,32,429	88,39,321	35,29,964
<b>Notes of Reconciliation of Profits</b>	90,29,488	Nil	0	Nil

The company did not provide Provision for Gratuity in boobks of accounts. Hence while preparing restated audited financial statement Provision for Gratuity based on Acturial valuation given by M/s. K.A.Pandit Consultants & Acturies has been considered and provided for.

The company has not capitalised the Loan processing charges amounting to Rs 769791 incurred in respect of property loan in F.Y :- 2016-17. Hence while preparing restated audited financial statements, The same has been capitalised and depreciation has been charged in respect of the same for the subsequent periods.

The company has provided for Provision for Income Tax in the books of accounts which is insufficient or excessive considering above points. Hence while preparing restated audited financial statement Provision for Income Tax is recalculated and provided.

The company has provided deferred tax as per AS 22 issued by ICAI which is insufficient or excessive considering above points. Hence while preparing restated audited financial statement Deffered Tax Liability/ (Asset) after considering the effect of above mentioned changes is recalculated.

## STATEMENT OF FINANCIAL INDEBTNESS

To,  
The Board of Directors,  
**Osia Hyper Retail Limited**  
4D square, Opp. IIT Eng. College,  
Nr. D-mart, VisatGandhinagar Highway,  
Motera, Ahmedabad – 380005.

Dear Sir,

We have verified necessary records and documents of **Osia Hyper Retail Limited** having its registered office at 4D square, Opp. IIT Eng. College, Nr. D-mart, VisatGandhinagar Highway, Motera, Ahmedabad and based on our verification we hereby certify the principal terms of loans as on **30<sup>th</sup> November, 2018** as given below:

### A. Secured Loans:-

(Amount in Rs.)

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Outstanding amount as on 30.11.2018 (as per Books) in Rs.
Aditya Birla Finance Ltd.	Property Loan	6,78,07,878	10.65%	Sub Plot no. 3, situated at Survey/Block No. 402/1, Plot No. 63 Palki of T.P. No.10 of Mouje Rakhlyal, Near Chakudiya Mahadev, Rakhial, Ahmedabad – 380023	7,55,866	6,44,52,294
Punjab National Bank	Working Capital Finance	20,00,00,000	10.95%	Current Assets	On Demand	10,44,07,598
HDFC Bank Ltd	Vehicle Loan	5,52,000	11.00%	Vehicle	14,269	2,22,724
HDFC Bank Ltd	Vehicle Loan	5,52,000	11.01%	Vehicle	14,270	2,35,774
HDFC Bank Ltd	Vehicle Loan	8,82,462	10.01%	Vehicle	22,382	5,39,145
Punjab National Bank	Vehicle Loan	13,00,000	10.00%	Vehicle	21,582	8,20,419
Kotak Mahindra Bank Ltd	Vehicle Loan	5,90,003	8.40%	Vehicle	16,425	1,32,188
HDFC Bank Ltd	Vehicle Loan	30,45,108	9.25%	Vehicle	76,140	20,92,375
HDFC Bank Ltd	Vehicle Loan	69,15,047	8.75%	Vehicle	1,39,410	57,37,252
ICICI Bank Ltd	Vehicle Loan	7,00,000	8.51%	Vehicle	14,365	5,28,196
ICICI Bank Ltd	Vehicle Loan	17,00,000	8.25%	Vehicle	34,675	14,33,282
HDFC Bank Ltd	Vehicle Loan	18,41,352	8.91%	Vehicle	38,147	17,42,383

Axis Bank Ltd	Vehicle Loan	42,29,500	8.61%	Vehicle	67,215	40,75,265
<b>Total</b>						<b>18,64,18,896</b>

**B. Unsecured Loans:-**
**(Amount in Rs.)**

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Outstanding amount as on (as per Books)
				30.11.2018
HCP Enerprise Limited	Business Loan	9.00%	Payable on Demand	2,53,96,195
Mascot Infrastructure Private Limited	Business Loan	12.00%	Payable on Demand	1,08,05,060
Navkar Readymades	Business Loan	9.00%	Payable on Demand	1,38,51,868
Networth Softech Limited	Business Loan	15.00%	Payable on Demand	4,60,08,219
Jain Sons Finlease Limited	Business Loan	16.50%	Payable on Demand	3,00,00,000
<b>Sub Total</b>				<b>12,60,61,342</b>

For **J Vageriya & Associates**  
Chartered Accountants  
F.R.N.:124193W

**Sd/-**  
CA. Jitendra Vageriya  
Partner  
M. No: 114424

Place: Ahmedabad  
Date: 9th February, 2019

## MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULT OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled “Risk Factors” beginning on page 19 and “Forward Looking Statements” beginning on page 13, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated summary statements as of and for the period ending on fiscal years ended March 31, 2018; March 31, 2017; March 31, 2016 and for the period ended on November 30, 2018 including the schedules and notes thereto and the reports thereto, which appear in the section titled “Financial Information of the Company” on Page No.144 of the Draft Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

### **Overview**

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Havelli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. The CIN of the Company is U52190GJ2013PLC077269.

We are an emerging supermarket chain with a focus on value- retailing. We opened our first store in Ahmedabad, Gujarat in 2014, in the name of “**Osia Hypermart**”. It works on the same economy model as D-Mart, Big Bazaar, Star Bazaar and other various retail showroom chains. The idea was pioneered by entrepreneur Mr. Dharendra Chopra, the Promoter and Managing Director of the company.

As on date, we have 10 stores with retail business located across various cities in Gujarat. The Osia Hypermart stores have various divisions to meet the fluctuated shopping needs of customers. These incorporate Menswear, Women’s wear, Kid’s wear, Footwear, Cosmetics, Perfumes and Handbags, Household Accessories, lingerie, Gifts, Groceries, crockery, etc under one rooftop.

Our Company will enhance the democratized shopping in Gujarat and is so much more than a hypermarket. Our company stores have over thousands of products under a single roof that will cater to every need of a family and making Osia Hypermart public’s favorite shopping destination with a modern ambience and with the feel of a large retail mall.

At store, you will get the best products at the best prices- From apparel to general merchandise like plastics, home furnishing, utensils, crockery, cutlery, sports & outdoors, home appliances, home & kitchenware, game & consoles, innerwear & lingerie, Baby product & Kids, garments and many more. Osia Hypermart is the

destination where you get products available at prices lower than MRP, setting a new level of standard in price, convenience and quality.

The organization would like to extend quickly with comparative arrangement stores that offer a fine balance amongst Quality and Cost retailing. Company is also planning to trade Wholesale, which will boost-up the growth of company and increase the scope of business and also Bulk trade with other retail stores and competitors to increase their client coverage. The total concept and idea of shopping has undergone a vast drawing change in terms of format and consumer buying behavior, ushering in a revolution in shopping in India.

We believe our endeavor to facilitate one-stop-shop convenience for our customers' everyday shopping needs, along with our competitive pricing due to our local market knowledge, careful product assortment and supply chain efficiencies, has helped us achieve growth and success.

### ***Significant Developments Subsequent to the Last Financial Year***

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Draft Prospectus that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-

1. Our Company has constituted an Audit Committee ("Audit Committee"), Nomination and Remuneration Committee and Stakeholders Relationship Committee vide Board Resolution dated December 19, 2018 as per the applicable provisions of the Section 177 of the Companies Act, 2013.
2. We have appointed Mr. Dharendra Gautam Chopra as Managing director of the Company with effect from December 01, 2017.
3. We have appointed Mrs. Keerti Laxman Lachhwani as Company Secretary of the Company with effect from January 19, 2019.

### ***Key factors affecting our results of operation:***

The business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page no.19 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and demographic conditions;
- The availability of finance on favourable terms for our business and for our customers;
- Competition;
- Significant developments in India's economic and fiscal policies;
- Our ability to meet our capital expenditure requirements;
- Shortage of, and price increases in, skilled and unskilled labour, and inflation in key supply market;
- Our ability to obtain the necessary licenses in timely manner.

### ***Our Significant Accounting Policies:***

Our significant accounting policies are described in the Annexure 04 entitled "Financial Statements" on page no. 152 of this Draft Prospectus.

### Our Results of Operations

The following discussion on results of operations should be read in conjunction with the restated financial results of our company for the period ending on the financial years ended March 31, 2018, 2017 and 2016 and for the eight months period ended 30<sup>th</sup> November, 2018.

(Rs. 'In Lakhs)

Particulars (For the Year Ended)	As on 30 <sup>th</sup> November 2018	% of Total Income	31 <sup>st</sup> March 2018	% of Total Income	31 <sup>st</sup> March 2017	% of Total Income	31 <sup>st</sup> March 2016	% of Total Income
Revenue From Operations	14,451.27	99.65%	14,180.02	99.70%	9,501.17	99.67%	5,335.81	99.67%
Other Income	50.0947	0.35%	43.26	0.30%	31.62	0.33%	17.93	0.33%
<b>Total Income</b>	<b>14,501.36</b>	<b>100%</b>	<b>14,223.28</b>	<b>100%</b>	<b>9,532.78</b>	<b>100%</b>	<b>5,353.74</b>	<b>100.00%</b>
<b>Expenditure</b>								
Purchase of Stock-in-Trade	13,872.70	95.66%	12,720.25	89.43%	9,059.27	95.03%	5,772.57	107.82%
Changes in Inventories of Finished Goods, WIP	-2,802.48	-19.33%	-1,948.29	-13.70%	-1,262.66	-13.25%	-1,454.57	-27.17%
Employee Benefit Expense	669.71	4.62%	885.96	6.23%	500.56	5.25%	331.86	6.20%
Financial Expense	233.40	1.61%	233.21	1.64%	177.47	1.86%	87.28	1.63%
Depreciation & Amortization Expense	128.66	0.89%	129.25	0.91%	63.75	0.67%	90.31	1.69%
Other Expenses	1,657.78	11.43%	1,385.11	9.74%	844.23	8.86%	470.64	8.79%
Contribution to Gratuity	10.85	0.07%	10.76	0.08%	8.99	0.09%	4.18	0.08%
<b>Total Expenses</b>	<b>13,770.61</b>	<b>94.96%</b>	<b>13,416.25</b>	<b>94.33%</b>	<b>9,391.61</b>	<b>98.52%</b>	<b>5,302.28</b>	<b>99.04%</b>
<b>Profit Before exceptional and extraordinary items &amp; taxes</b>	<b>730.76</b>	<b>5.04%</b>	<b>807.03</b>	<b>5.67%</b>	<b>141.18</b>	<b>1.48%</b>	<b>51.46</b>	<b>0.96%</b>
Exceptional Items	--	--	--	--	--	--	--	--
<b>Profit before extraordinary items and tax</b>	<b>730.76</b>	<b>5.04%</b>	<b>807.03</b>	<b>5.67%</b>	<b>141.18</b>	<b>1.48%</b>	<b>51.46</b>	<b>0.96%</b>
Extraordinary Items	--	--	--	--	--	--	--	--
<b>Profit Before Tax</b>	<b>730.76</b>	<b>5.04%</b>	<b>807.03</b>	<b>5.67%</b>	<b>141.18</b>	<b>1.48%</b>	<b>51.46</b>	<b>0.96%</b>
<b>Tax Expense</b>								
Current Tax	236.75	1.63%	225.00	1.58%	38.77	0.41%	20.83	0.39%
Deferred Tax	19.82	0.14%	31.90	0.22%	14.01	0.15%	-4.67	-0.09%
<b>Restated profit after tax for the period from continuing operations</b>	<b>474.19</b>	<b>3.27%</b>	<b>561.13</b>	<b>3.95%</b>	<b>88.39</b>	<b>0.93%</b>	<b>35.30</b>	<b>0.66%</b>



## **REVIEW OF EIGHT MONTHS PERIOD ENDED NOVEMBER 30, 2018**

### ***Revenue from Operations***

During the Eight months period ended November 30, 2018, the total revenue of our company was Rs. 14,451.26 lakhs.

### ***Total Expenses***

The operating cost consists of Purchase of stock-in-trade, Employee Benefit Expenses, Finance cost, Depreciation and Administration Expenses. During the six month period ended November 30, 2018, the total expenses were Rs. 13,770.61 lakhs.

### ***Employee expenses***

Expenses incurred on labour and its welfare during the Eight month period ended November 30, 2018 was Rs. 669.71 lakhs and had been kept as direct expenses.

### ***Finance cost***

Expenses incurred on finance and interest cost during the Eight month period ended November 30, 2018 was Rs. 233.40 Lakhs. This was mainly on account of loan been taken from bank.

### ***Depreciation and amortization expense***

During the Eight month period ended November 30, 2018, depreciation and amortization expense of our company was Rs. 128.66 Lakhs.

### ***Other expenses***

Other expenses for Eight month period ended November 30, 2018 was Rs. 13,770.60 lakhs.

### ***Profit/ (Loss) After Tax***

The PAT for six month period ended November 30, 2018 was Rs. 474.19 lakhs. This was mainly on account of growth in business during the period.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017**

### ***Revenue from Operations***

During the year 17-18, the total revenue of our company has increased to Rs. 4665.74 lakhs as against Rs. 4157.61 lakhs in year 2016-17. It represents an Increase of 12.22 % over the year previous year. This increase in revenue was due to increase in volume, increase in retail outlets and acceptance of quality and range of our products by the customers.

### ***Other Income:***

Other income of our Company during the year 2017-18 was Rs. 43.26 Lakhs in comparison with Rs. 31.62 Lakhs in year 2016-17. Other income comprises, rent income other miscellaneous income, Display income,

interest from fixed deposit, discount income and commission income. The increase in other income was primarily due to Increase in income from rent, display income, scrap income and commission income.

#### ***Total Expenses***

The total expenditure during the year 2017-18 has been incurred amounting to Rs. 13,416.25 lakhs against Rs. 9391.60 lakhs in the year 2016-17. The total expenses increased by 42.85% over the previous year for the given period. This was mainly on account of increase in purchase of stock in trade as a result of increased operational volume. Also, there was increase in other expenses and employee benefit expenses.

#### ***Purchase of stock in Trade***

Our purchase of stock in trade increased during the year 2017-18 to Rs. 3360.98 lakhs from Rs. 3268.70 lakhs in the year 2016-17 due to the increase in outlets corresponding to an increase in our turnover. In percentage terms the purchase of stock in trade has increased to 40.41% compared to 56.94% in the previous year.

#### ***Employee expenses***

Expenses incurred on employees and staff welfare during the year 2017-18 was Rs. 885.95 lakhs compared to Rs. 500.56 lakhs in 2016-17. This increase was on account of recruitment of new personnel by our company.

#### ***Finance cost***

Finance cost during the year 2017-18 was Rs. 233.21 lakhs and in 2016-17 it was Rs. 177.46 lakh. This increase is because of the secured loans taken from the banks. As a result the interest cost is expected to increase substantially.

#### ***Depreciation and amortization expense***

There was increase in depreciation and amortization expenses during the year 2017-18. It was Rs. 129.01 lakhs as compared to Rs.63.75 lakhs in Financial Year 2016-17. This is due to increase in the gross block of assets of our company.

#### ***Other expenses***

Other miscellaneous expenses incurred by our company during the year 2017-18 were Rs. 1385.11 lakhs and in 2016-17 it was Rs. 844.24 lakhs. The increase was due to incremental effect given to Rent Expense as per rent agreement year to year and Administrative expense.

#### ***Profit/ (Loss) After Tax***

The PAT for the period April to 31<sup>st</sup> March, 2018 has increased to Rs. 535.32 lakhs compared to profit of Rs. 88.39 lakhs in financial year 2016-17. This was mainly on account of increase in turnover and other income of the company during the year.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**

### ***Revenue from Operations***

During the year 2016-17, the total revenue of our company has increased to Rs. 4165.36 lakhs as against Rs. 3424.63 lakhs in year 2015-16 representing an increase of 78.06 % over the previous year. This increase in revenue was due to increase in volume, increase in retail outlets and acceptance of quality and range of our products by the customers.

### ***Other Income:***

Other income of our Company for the year 2016-17 was Rs. 31.62 Lakhs in comparison with Rs. 17.92 Lakhs for the year 2015-16. Other income comprises, rent income other miscellaneous income, Display income, interest from fixed deposit, discount income and commission income. The increase in other income was primarily due to Increase in income from rent, display income, and commission income.

### ***Total Expenses***

The total expenditure for the year 2016-17 has been incurred amounting to Rs. 9391.60 lakhs against Rs. 5302.28 lakhs in the year 2015-16. The total expenses increased by 77.12% over the previous year. This was mainly on account of increase in purchase stock in trade as a result of increased operational volume. Similarly, financial expenses and depreciation have increased in absolute terms but decreased as a percentage of income.

### ***Purchase of stock in Trade***

Our purchase of stock in trade increased during the year 2017-18 to Rs. 3286.70 lakhs from Rs. 3786.92 lakhs in the year 2016-17 due to the increase in outlets corresponding to an increase in our turnover. In percentage terms the purchase of stock in trade has decreased to 95.03% compared to 108% compared to income in the previous year

### ***Employee expenses***

Expenses incurred on employees and staff welfare during the financial year 2016- 17 was Rs. 500.56 lakhs compared to Rs. 331.86 lakhs in 2015-16. This increase was on account of recruitment of new personnel by our company.

### ***Finance cost***

Finance cost during the financial year 2016- 17 was Rs. 177.46 lakhs and in 2015-16 it was Rs. 87.28 lakh. This increase is because the limits were availed in the later part of FY 15-16 and full year impact is reflected in the interest cost of 2016-17.

### ***Depreciation and amortization expense***

There was Decrease in depreciation and amortization expenses during financial year 2016-17. In the Financial Year 2016-17 it was Rs. 63.73 lakhs as compared to Rs. 90.31 lakhs in Financial Year 2015-16. This is due to change in method of depreciation from Written down Method (WDV) to Straight Line Method (SLM).

### ***Other expenses***

Other miscellaneous expenses incurred by our company during the financial year 2016- 17 were Rs. 844.23 lakhs and in 2015-16 it was Rs. 470.64 lakhs. The increase was due to increase in rent expenses due to increase in number of outlets during the year and Administrative expense.

### ***Profit/ (Loss) After Tax***

The PAT for financial year 2016-17 has increased to Rs. 88.39 lakhs compared to Rs. 35.30 lakhs in financial year 2015-16. This was mainly on account of increase in turnover, over a higher sale volume achieved during the year.

### ***Other Key factors that may affect our results of operation:***

#### **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 no. 19 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.

#### **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 no. 19 of this Draft Prospectus, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **4. Future relationship between Costs and Income.**

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by material suppliers and service vendors.

#### **5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business and inception of new projects.

#### **6. Total turnover of each major industry segment in which the Company operated.**

As on date the Company operates in oilfield service industry segment. The details relating to the same has been mentioned in under Section “Restated Financial Statements” and “Industry Overview” beginning on page no.144 and 88.

#### **7. Status of any publicly announced new products or business segment.**

The Company has not announced any new product and segment / scheme, other than through this Draft Prospectus.

#### **8. Seasonality of business**

Our Company’s business is not seasonal in nature.

## 9. Major Suppliers

The following are the top 5 suppliers for the last financial year ended March 2018:-

Name of the Suppliers	Amount (Rs. In Lakhs)	% of purchase
Bottle Sales India	494.45	3.89
Jinisha Enterprise	429.83	3.38
Khimji Ramdas India Private Limited	423.89	3.33
Bhavani Trading Company	300.94	2.37
Ashok Marketing	227.62	1.79

## 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 no. 99 of this Draft Prospectus.

## SECTION VII – 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, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by our 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 Lakhs, 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 paragraph (I) of Part 1 of Schedule XIII to the Companies Act, 1956 or Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, 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 and its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

**(A) Outstanding Litigations involving Our Company: NIL**

#### LITIGATIONS

**(B) Pending Litigation**

(i) Labour Cases filed against the Company	: NIL
(ii) Labour Cases filed by the Company	: NIL
(iii) Civil Cases filed against the Company	: NIL
(iv) Civil Cases filed by the Company	: NIL
(v) Criminal cases against the company	: NIL
(vi) Criminal cases filed by the company	: NIL
(vii) Notices served on the Company	: 1
(viii) Notices served by the Company	: NIL
(ix) Tax related matters	: NIL

The Company has received a notice under section 143(2) of the Income Tax Act, 1961 for the income tax filing for assessment year 2017-18, details of which are as under:

We have reviewed Notice under section 143(2) of the Income-tax Act, 1961 dated 09/08/2018 and 26/09/2018 issued by the Income Tax Department addressed to the Company. Under the notice, the Company has been informed that the income tax return filed by the Company in respect of the assessment year 2017-18 has been selected for scrutiny and the Company has been given a chance to submit necessary documents in support of the

return filed by it. The Company was also issued a notice under section 143(1)(a) of Income Tax Act, 1961 wherein the department has mentioned the proposed adjustment amounts, which is as under:

Particular	Amount in Income Tax Return (Rs.)	Amount mentioned in Form Annexure 3CD (Rs.)	Proposed adjustment to total income (Rs.)
Inconsistency in total amount of disallowance under section 37	0	3,29,576	3,29,576
Any sum received from employees as contribution to any provident fund or superannuation fund or any fund set up under ESI Act or any other fund for the welfare of employees to the extent not credited to the employees account on or before the due date [36(1)(va)]	0	17,43,269	17,43,269

The Company has submitted its respond to the notice and has submitted its justifications as to why the demand raised by the department is ill founded. As per the information provided by the Company, even if tax is to be paid on the entire claim made by the department, the tax payable shall be for approximately Rs.6,50,000/- (Rupees six lakh fifty thousand only).

**(C) Pending litigation- Promoters**

1. There are no criminal case and civil cases filed against our promoters Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra.
2. There are no criminal cases and civil cases filed by our promoters Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra.
3. There are no cases relating to tax matters against or filed by our promoters Mr. Dharendra Gautam Chopra and Mrs. Kavita Dharendra Chopra.

**(D) Pending litigation- Directors**

1. There are no criminal case and civil cases filed against our director Mr. Dharendra Gautam Chopra, Mr. Pranay Harakchand Jain and Mrs. Kavita Dharendra Chopra.
2. There are no criminal cases and civil cases filed by our director Mr. Dharendra Gautam Chopra, Mr. Pranay Harakchand Jain and Mrs. Kavita Dharendra Chopra.
3. There are no cases relating to tax matters against or filed by our director Mr. Dharendra Gautam Chopra, Mr. Pranay Harakchand Jain and Mrs. Kavita Dharendra Chopra.

**(E) Pending litigation- For Independent Directors**

2. There are no criminal case and civil cases filed against our independent director Mr. Chetan Damji Sangoi, Mr. Hemen Hirenkumar Joshi and Mr. Alpesh Bhailalbhai Gandhi.



3. There are no criminal cases and civil cases filed by our director Mr. Chetan Damji Sangoi, Mr. Hemen Hirenkumar Joshi and Mr. Alpesh Bhailalbhai Gandhi.
4. There are no cases relating to tax matters against or filed by our director Mr. Chetan Damji Sangoi, Mr. Hemen Hirenkumar Joshi and Mr. Alpesh Bhailalbhai Gandhi.

**(F) Pending litigation- Our Group Companies**

**1. My Choice Giftcentre Private Limited**

i. Labour Cases filed against the Company	: NIL
ii. Labour Cases filed by the Company	: NIL
iii. Civil Cases filed against the Company	: NIL
iv. Civil Cases filed by the Company	: NIL
v. Criminal cases against the company	: NIL
vi. Criminal cases filed by the company	: NIL
vii. Notices served on the Company	: NIL
viii. Notices served by the Company	: NIL
ix. Tax related matters	: NIL

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake the Offer and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industry Regulations and Policies' on page no. 113 of this Draft Prospectus.*

### A) APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has pursuant to a resolution passed at its meeting dated on December 19, 2018, under Section 23 and 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.
2. Our Shareholders have pursuant to a resolution passed at their meeting dated January 18, 2019 under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue Shares.
3. Our Company has obtained an approval from the NSE Emerge Platform for listing our Equity Shares through the Letter dated [●].

### B) INCORPORATION DETAILS

1. Certificate of Incorporation dated 18/10/2013 under the name of "Mapple Exim Private Limited" allotting Corporate Identification Number "U52190GJ2013PTC077269" was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli.
2. Fresh Certificate of Incorporation dated 08/08/2017 under the name of "Mapple Exim Limited" allotting Corporate Identification Number "U52190GJ2013PLC077269" was issued by the Registrar of Companies, Ahmedabad upon conversion of the company.
3. Fresh Certificate of Incorporation dated 13/09/2017 under the name of "Osia Hyper Retail Limited" allotting Corporate Identification Number "U52190GJ2013PLC077269" was issued by the Registrar of Companies, Ahmedabad upon name change of the company.
4. The Corporate Identity Number (CIN) of the Company is U52190GJ2013PLC077269.

### C) 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:

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Upto
1.	Registration in Tax Department	AAICM8758Q	Allotment of Permanent Account Number (PAN) in the name of <b>“Osia Hyper Retail Limited”</b>	October 18, 2013	Perpetual
2.	Registrar of Companies, Gujarat, Dadra and Nagar Haveli	CIN: U52190GJ2013PTC077269	Certificate of Incorporation in the name of <b>“Mapple Exim Private Limited”</b>	October 18, 2013	Perpetual
3.	Registrar of Companies, Ahmedabad	CIN: U52190GJ2013PLC077269	Certificate of Incorporation in the name of <b>“Mapple Exim Limited”</b>	August 08, 2017	Perpetual
4.	Registrar of Companies, Ahmedabad	CIN: U52190GJ2013PLC077269	Certificate of Incorporation in the name of <b>“Osia Hyper Retail Limited”</b>	September 13, 2017	Perpetual
5.	Government of India and Government of India Gujarat	24AAICM8758Q1ZI	Certificate of Registration for GST	September 19, 2017	Perpetual
6.	Employee Provident Fund Organisation	GJAH10125	Employee Provident Fund code	June 01, 2014	Perpetual
7.	Government of India Udyog Aadhar Memorandum - Ministry of Micro, Small Medium Enterprise	GJ01B0055660	Udyog Aadhar Number	February 01, 2018	Perpetual
8.	Certificate of Nomination of the Director of the Company under section 49(2) of the Legal Metrology Act, 2009 in favour of Mr. Dhirendra Chopra	ACLM/ABD/Nomination/ 03/ 2017-18/4277	Controller of Legal Metrology and Director of Consumer Affairs	August 29, 2017	Perpetual

**REGISTRATION UNDER THE GUJARAT SHOPS AND ESTABLISHMENT ACT, 1948**

S. No.	City	Store	Issuing Authority	Name	Licence Number	Date of Issue (dd/mm/yyyy)	Valid Upto (dd/mm/yyyy)	Status
1.	Ahmedabad	Gota	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/GTA/2900004/0229798	22/01/2019	31/12/2019	Completed
2.	Ahmedabad	Khokhra	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/RHMC/2900022/0013860 (Rohit Mill Circle)	20/06/2015	31/12/2020	Completed
3.	Ahmedabad	Motera	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/VSTC/2900003/0001300 (Visat Circle)	27/06/2014	31/12/2019	Completed
4.	Ahmedabad	Naranpura	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/NRNP/2900003/0113632 (Naranpura Gam)	21/10/2015	31/12/2020	Completed
5.	Ahmedabad	Nikol	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/BTBM/2900027/0135939 (Betibachav Medan)	18/06/2016	31/12/2022	Completed
6.	Ahmedabad	S.G. Highway	Shop & Establishmen t Dept,AMC	Osia Hyper Retail Limited	PII/PRNTR/2900004/021775 4 (Prernantirth)	19/06/2018	31/12/2018	Not applied for renewal
7.	Vadodara	Atlalara	Shop & Establishmen t Dept,VMC	Mapple Exim Private Limited	A-07/6201	02/06/2017	31/12/2019	Not applied for name change

S. No.	City	Store	Issuing Authority	Name	Licence Number	Date of Issue (dd/mm/yyyy)	Valid Upto (dd/mm/yyyy)	Status
8.	Vadodara	Gotri	Shop & Establishmen t Dept, VMC	Osia Hypermart	A-07/6824	17/03/2018	31/12/2019	Not applied for name change
9.	Dehgam	Rushil Mall, Dehgam	Shop & Establishmen t Dept, DMC	Osia Hyper Retail Limited	D/882	14/08/2018	31/12/2019	Completed
10.	Gandhinagar	Sector-21	Shop & Establishmen t Dept, GMC	Mapple Exim Private Limited	GMC-SE-16-185	01/01/2017	31/12/2019	Not applied for name change

#### REGISTRATION FOR PROFESSIONAL TAX

Sr No.	City	Store	Issuing Authority	Name	Registration No	Date of Certificate (dd/mm/yy)	Status
1.	Ahmedabad	Gota	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC010670003857	21/01/2019	Completed
2.	Ahmedabad	Khokhra	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC010407002252	06/12/2017	Completed
3.	Ahmedabad	Motera	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC015511063	05/12/2017	Completed
4.	Ahmedabad	Naranpura	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC010526001909	05/12/2017	Completed
5.	Ahmedabad	Nikol	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC010448000363	06/12/2017	Completed

Sr No.	City	Store	Issuing Authority	Name	Registration No	Date of Certificate (dd/mm/yy)	Status
7.	Ahmedabad	S.G. Highway	Professional Tax Officer, AMC	Osia Hyper Retail Limited	PEC010650003007	18/06/2018	Completed
8.	Vadodara	Atlalara	Professional Tax Officer, VMC	Mapple Exim Private Limited	PEC021105653	01/06/2017	Not applied for name change
9.	Vadodara	Gotri	Professional Tax Officer, VMC	--	--	--	Company is unable to locate the license. It is requested to apply for a duplicate copy
10.	Dehgam	Rushil Mall, Dehgam	Professional Tax Officer, DMC	Osia Hyper Retail Limited	PEN041002101	12/10/2018	Completed
11.	Gandhinagar	Sector 21	Professional Tax Officer, GMC	--	--	--	Company is unable to locate the license. It is requested to apply for a duplicate copy

#### Registration under FSSAI

Sr. No.	City	Outlet	Issuing Authority	Name of the Licensee	Licence Number	Date of Issue/ Renewal (dd/mm/yy)	Valid Upto (dd/mm/yy)	Status (Completed/ Applied)
1.	Ahmedabad	Gota	Food & Drug Control Administration, AMC	--	--	--	--	Applied for new license

Sr. No.	City	Outlet	Issuing Authority	Name of the Licensee	Licence Number	Date of Issue/ Renewal (dd/mm/yy)	Valid Upto (dd/mm/yy)	Status (Completed/ Applied)
2.	Ahmedabad	Khokhra	Food & Drug Control Administration, AMC	Mapple Exim Private Limited	10716026000188	31/03/2016	30/03/2021	Completed
3.	Ahmedabad	Motera	Food & Drug Control Administration, AMC	Mapple Exim Private Limited	10716026000254	18/05/2016	17/05/2021	Completed
4.	Ahmedabad	Naranpura	Food & Drug Control Administration, AMC	Mapple Exim Private Limited	10716026000242	04/05/2016	03/05/2021	Completed
5.	Ahmedabad	Nikol	Food & Drug Control Administration, AMC	Mapple Exim Private Limited	10717026000015	19/01/2017	18/01/2022	Completed
6.	Ahmedabad	S.G. Highway	Food & Drug Control Administration, AMC	Osia Hyper Retail Limited	10718026000962	05/11/2018	04/11/2023	Completed
7.	Vadodara	Atladara	Food & Drug Control Administration, VMC	Mapple Exim Private Limited	10717032000476	18/05/2017	17/05/2022	Completed
8.	Vadodara	Gotri	Food & Drug Control Administration, VMC	Osia Hypermart	10718032000156	03/03/2018	02/03/2023	Completed



Sr. No.	City	Outlet	Issuing Authority	Name of the Licensee	Licence Number	Date of Issue/ Renewal (dd/mm/yy)	Valid Upto (dd/mm/yy)	Status (Completed/ Applied)
9.	Dehgam	Rushil Mall, Dehgam	Food & Drug Control Administration, DMC	--	--	--	--	Company is unable to locate the license. It is requested to apply for a duplicate copy
10.	Gandhinagar	Sector 21	Food & Drug Control Administration, GMC	Mapple Exim Private Limited	10716027000094	20/12/2017	19/12/2019	Completed

#### D) PENDING APPROVAL

- Some of the Licenses are in the erstwhile name of the Company, Mapple Exim Private Limited, while in some licenses the name has been changed to Osia Hyper Retail Limited, and in some other cases the company has applied for name change to the concerned Authority.
- Some licenses are not in the name of the Company though they relate to the address where the store of the Company is being run. In all such cases, the company has not applied to the concerned authority for change of address.

Details of the trademarks that have been applied for by Mr. Dharendra Gautam Chopra are as under:

Application made on& Application number	Applicant Name and Class	Logo \ Trade Mark	Status
Application No.3582792 01/07/2017	Dhirendra Gautam Chopra Class :-24		Abandoned
Application No.3582793 01/07/2017	Dhirendra Gautam Chopra Class :-25		Abandoned
Application No.3582794 01/07/2017	Dhirendra Gautam Chopra Class :-29		Objected
Application No.3582796 01/07/2017	Dhirendra Gautam Chopra Class :-31		Objected

#### E) THE DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY IS:-

Domain Name and ID	Sponsoring Registrar	Registrant Name and Address	Creation/Updated Date	Registration Expiry Date
www.osiamarket.com Domain ID: 1847976068_DOMAIN_COM-VRSN	Registrar Name: PDR Ltd. d/b/a PublicDomainRegistry.com	Osia Market Ratana High Street, Opp Ratnamani House, Naranpura, Ahmedabad-380013, Gujarat.	06/09/2017	24/02/2019
www.Osiamart.in Domain ID: D8160012-AFIN	Registrar Name: Endurance Domains Technology LLP	Osia Hyper Retail Limited Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad – 380005, Gujarat, India	07/01/2019	24/02/2019
www.Osiahypermart.in Domain ID: D8160013-AFIN	Registrar Name: Endurance Domains Technology LLP	Osia Hyper Retail Limited Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad – 380005, Gujarat, India	07/01/2019	24/02/2019
www.osiamart.com	Registrar Name: PDR	Osia Mart	06/09/2017	24/02/2019

Domain ID: 1847976065_DOMAIN _COM-VRSN	Ltd. d/b/a PublicDomainRegistry.c om	Ratana High Street, Opp Ratnamani House, Naranpura, Ahmedabad- 380013, Gujarat		
www.osiahypermart.co m Domain ID: 1847976062_DOMAIN _COM-VRSN	Registrar Name: PDR Ltd. d/b/a PublicDomainRegistry.c om	Osia Hypermart Ashapura Square, Near Radhe Mall, Ahmedabad- 380008, Gujarat.	06/09/2017	24/02/2019
www.osiamarket.in Domain ID: D8160011- AFIN	Registrar Name: Endurance Domains Technology LLP	Osia Hyper Retail Limited Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D- Mart, Visat Gandhinagar Highway, Motera, Ahmedabad – 380005, Gujarat, India	07/01/2019	24/02/2019
www.osiafamilystore.co m Domain ID: 1872950153_DOMAIN _COM-VRSN	Registrar Name: PDR Ltd. d/b/a PublicDomainRegistry.c om	Osia Family Store Ashapura Square, Near Radhe Mall, Ahmedabad- 380008, Gujarat.	08/08/2018	27/08/2019

## OTHER REGULATORY AND STATUTORY DISCLOSURES

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

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on December 19, 2018.
2. The Fresh Issue of Equity Shares has been authorized by a resolution by the EGM passed at their meeting held on January 18, 2018

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled '***Government and Other Approvals***' beginning on page no.181 of this Draft Prospectus.

Our Company has received approval from NSE *vide* their letter dated [●] to use the name of NSE in this Draft Prospectus for listing of the Equity Shares on SME Platform of NSE (NSE Emerge). NSE is the Designated Stock Exchange.

### ***Prohibition by SEBI***

Our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court as on date of filing of this Draft Prospectus.

We confirm that our Company, Promoters and Promoter Group are in Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

Further, none of our Promoters or Directors has been declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

### ***Association with Securities Market***

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors in the past five years.

### ***Prohibition by RBI or Governmental authority***

Our Company, our Promoters, our Promoter Group, our Group Entities, relatives of our Promoters (as defined under the Companies Act 2013), our Directors and companies with which our Directors are associated as directors or promoters have not been declared as wilful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them except as details provided in the Chapter "***Outstanding Litigations***" beginning on page no. 178 of the Draft Prospectus.

Our Directors have not been declared as defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no such proceedings are pending against our Company or them.

### ***Eligibility for the Issue***

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees and less than 25 Crores and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the Emerge Platform of NSE).

We confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, 2018 this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The Lead Manager shall 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 no. 46 of this Draft Prospectus.
2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018 we shall ensure that the total number of proposed Allottee’s in the Issue is not less than fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (Eight) days from the date our Company becomes liable to repay it, than our Company and every officer in default shall, on and from expiry of 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013.
3. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018 we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing this Draft Prospectus with Stock Exchange and the Registrar of Companies. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Prospectus shall also be furnished to the SEBI in a soft copy.
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations 2018 we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled ‘**Details of the Market Making Arrangement for the Issue**’ under chapter titled ‘**General Information**’ on page no. 46 of this Draft Prospectus.

***We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.***

5. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated [●] and National Securities Depository Limited dated [●] for establishing connectivity.
6. Our Company has a website i.e. [www.osiahypermart.com](http://www.osiahypermart.com)
7. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

## **NSE Eligibility Norms:**

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on NSE Emerge Platform which states as follows:

### **1. The company is incorporated under the Companies Act, 1956.**

Our Company was originally incorporated in Ahmedabad as “Mapple Exim Private Limited” on October 18, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Mapple Exim Limited” vide fresh certificate of incorporation dated August 08, 2017 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, the name of the company was from “Mapple Exim Limited” to “Osia Hyper Retail Limited” with effect from September 13, 2017. The CIN of the Company is U52190GJ2013PLC077269.

### **2. The post issue paid up capital of the company shall not be more than Rs. 25 Crore.**

The Post issue paid up capital of the company will be 59,53,400 Shares of face value of Rs.10/- aggregating to Rs. 5.95 Crores which is less than Rs. 25 Crore.

### **3. The Company should have track record of atleast 3 years.**

The Company confirms that it has track record of atleast 3 years.

### **4. The company should have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth is positive.**

Our Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application viz. for the F.Y 2015-16 and 2016-17 and its net-worth as on March 31, 2017 is positive. The details of the same is as below:

(Rs. In Lakhs)

	As on November, 2018	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
<b>PBIT</b>	961.71	1051.24	327.65	142.93
<b>PAT</b>	542.03	561.13	94.52	38.17
<b>Networth</b>	2956.45	2004.42	593.29	198.77

### **5. Other Requirements:**

#### **a. Companies shall mandatorily have a website.**

Our Company has a live and operational website: [www.osiahypermart.com](http://www.osiahypermart.com)

#### **b. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

Our Company has entered into tripartite agreements dated [●] CDSL and dated [●] with NSDL along with our Registrar and Share Transfer Agent for facilitating trading in dematerialized mode. Also the Equity Shares allotted through the Issue will be in dematerialized mode.

**6. Certificate from the applicant company / promoting companies stating the following:**

- a. *The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).*

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- b. *There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.*

There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.

- c. *No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.*

No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

- d. *No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.*

Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.

- e. *No Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.*

Our Company confirms that no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

- f. *The Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.*

Our Company confirms that the income tax dues matters litigations are being recorded. For further details in connection with the Outstanding litigation, please refer to the chapter titled “” beginning on page no. Outstanding litigations and Material Development beginning on page no. 178 of this Draft Prospectus.

- g. *No Default in respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of Company's directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.*

Our Company confirms that no default in respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of Company's directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

***We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE Emerge).***

## **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED 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 THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, MONARCH NETWORTH CAPITAL LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, IN FORCE FOR THE TIME BEING. 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 ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MERCHANT BANKER, MONARCH NETWORTH CAPITAL LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGE ITS RESPONSIBILITY ADEQUATELY IN THIS REGARD AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, MONARCH NETWORTH CAPITAL LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 14, 2019 WHICH READS AS FOLLOWS:**

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE 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 SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE AS SUBMITTED BY THE COMPANY;**
  - b) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY SEBI, 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 WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AND OTHER APPLICABLE LEGAL REQUIREMENTS.**



3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE OTHER INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.- NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO EQUITY SHARES 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 ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. –NOT APPLICABLE AS THE PROMOTERS CONTRIBUTION HAS ALREADY BEEN DEPLOYED.
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 CHAPTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 / SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER WILL SPECIFICALLY CONTAIN THIS CONDITION – NOTED FOR COMPLIANCE- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
11. 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 SEBI FROM TIME TO TIME.
12. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER 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 THIS 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 THE 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. - NOTED FOR COMPLIANCE
3. WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. – NOTED FOR COMPLIANCE
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. – NOTED FOR COMPLIANCE
5. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE.
6. WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PERCENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH REGISTRAR OF COMPANIES. – NOTED FOR COMPLIANCE

**NOTE:**

THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34, AND SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER, ANY IRREGULARITIES OR LAPSES IN THIS 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, Ahmedabad, Gujarat. *The filing of the Draft Prospectus does not, however, absolve our company from any liabilities under section 34, Section 35, Section 36 and section 38(1) of the Companies Act, 2013 or from the requirement of*

*obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM 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 Prospectus with the Registrar of Companies, Ahmedabad, Gujarat in terms of sections 26 and 32 of the Companies Act, 2013.*

## **DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Company to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Company's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.

Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## **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.osiahypermart.com](http://www.osiahypermart.com) would be doing so at his or her own risk.

## **CAUTION**

We the Lead Manager/Merchant Bankers, **Monarch Networth Capital Limited**, have taken reasonable and due care and have primarily verified the documents submitted by the Company, Promoters as well as collaborated the same with the Auditors, public records to establish reasonable certainties as to the statement made by the Promoters /directors to prepare this document as required by Securities and Exchange Board of India (SEBI) and Company Law.

The Lead Manager, **Monarch Networth Capital Limited**, does not in any way vouch about the future performance of the company and investors are advised to obtain independent financial advice for their decisions.

The Lead Manager, **Monarch Networth Capital Limited**, accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the Lead Manager and our Company dated January 30, 2019 the Underwriting Agreement dated January 30, 2019 entered into between the Underwriter and our Company and the Market Making Agreement dated January 30, 2019 entered into between the Market Maker and our Company.

Our Company, our Directors and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have

engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation. **Monarch Networth Capital Limited** is not an ‘associate’ of the company and is eligible to act as Lead Manager in this issue, under the SEBI (Merchant Bankers) Regulations, 1992.

The Lead Manager i.e. Monarch Networth Capital Limited and their associates except Monarch Comtrade Private Limited do not hold any Equity Shares in our Company as on the date of filing of the Draft Prospectus. Monarch Comtrade Private Limited holds 4,16,670 equity shares as on the date of this Draft Prospectus which is 9.53% of Pre-Issue Share Capital of the Company. The directors of Monarch Comtrade Private Limited are Mr. Himanshu Shah and Mr. Bankim Shah, where Mr. Himanshu Shah and Mr. Bankim Shah form part of Promoter group of Lead Manager. Also, Monarch Comtrade Private Limited will hold 7% of Post-Issue Share capital of the company.

Also, one of the associate company of the Lead Manager i.e. Networth Softech Limited has provided the unsecured loan amounting to Rs. 700 Lakhs to our company on March 31, 2018. The said secured loan was given for a maximum period of 12 months at the interest rate of 15%. However, the unsecured loan given to our company by Networth Softech Limited is fully repaid with interest before this date of Draft Prospectus. Therefore, there is nil amount outstanding as on the date of this Draft Prospectus.

**Investors who apply in the 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 of our Company. 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/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to ‘**Annexure A**’ to this Draft Prospectus and the website of the Lead Manager at [www.mnclgroup.com](http://www.mnclgroup.com)

## **DISCLAIMER IN RESPECT OF JURISDICTION**

The 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, this 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 Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad 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.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any equity shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the equity shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "US 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 of the US Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the US Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act and in compliance with 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. 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 US Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### ***Listing***

Our company has obtained approval from NSE vide letter dated [●] to use name of NSE-EMERGE Platform in this offer document for listing of equity shares on NSE-EMERGE Platform.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of obtaining Inprinciple approval from NSE-EMERGE Platform. However, applications will be made to the NSE-EMERGE Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE-EMERGE Platform is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE EMERGE Platform, the Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within Eight days after our Company becomes liable to repay it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under the Companies Act, 2013.



Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-EMERGE Platform mentioned above are taken within Six Working Days from the Issue Closing Date.

### ***Consents***

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Reviewed Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue, Advisor to the Company and Banker(s) to the Company. We will obtain consents in writing of the Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Draft Prospectus with the RoC as required under Sections 60 and 60B of the Companies Act, 1956 and Section 32 of the Companies Act, 2013. Further, such consent and report will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s Chopra Shah & Associates., Chartered Accountants, our Statutory Auditors and J. Vageriya & Associates, Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their name, report on financial statements and report relating to the possible general and special tax benefits, as applicable, accruing to our Company and its shareholders, in this Draft Prospectus in the form and context in which they appear in this Draft Prospectus.

### ***Expert Opinion To The Issue***

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

Our Company has received consent from the Statutory Auditor of the Company to include their name as an expert as per Section 26 of the Companies Act 2013 in this Draft Prospectus in relation to the (a) Auditors' reports on the restated financial statements; and (b) Statement of Tax Benefits by the Statutory Auditors and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

### ***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, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

### ***Commission And/ Or 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 inception.

### ***Particulars in regard to our company and other listed group companies/ subsidiaries/ associates which made any capital issue during the last three years:***

Neither our Company nor any of group companies/ subsidiaries/ associates have undertaken any capital issue or any public or right Issue in the last three years preceding the date of this Draft Prospectus.

### ***Promise Versus Performance For Our Company***

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Draft Prospectus with the NSE.

### ***Stock Market Data For Our Equity Shares***

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018. Thus there is no stock market data available for the Equity Shares of our Company.

### ***Mechanism For Redressal Of Investor Grievances***

The Company has appointed ***Skyline Financial Services Private Limited*** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

All grievances relating to the present Issue may be addressed to the Registrar and Share Transfer Agent to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be fifteen business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Memorandum of Understanding 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 and demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicants.

### ***Disposal Of Investor Grievances By Our Company***

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 15 (Fifteen) Working Days from the date of receipt of the complaint. In case of non- routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Shareholders/ Investors Grievance Committee of the Board *vide* resolution passed at the Board Meeting held on December 19, 2019. For further details, please refer to the chapter titled ‘***Our Management***’ beginning on page no. 121 of this Draft Prospectus.

Our Company has appointed Mrs. Keerti Laxma Lachhwani the Company Secretary and Compliance Officer and he may be contacted at the following address:

**Mrs. Keerti Laxman Lachhwani**  
**Company Secretary & Compliance Officer**  
**Osia Hyper Retail Limited**

Basement Store 1, 4d Square,  
Opp. IIT Eng College, Nr. D-Mart,  
Visat Gandhinagar Highway, Motera,  
Ahmedabad-380005, Gujarat, India  
Tel. No.: +91 8460604015  
Email: cs2013.orhl@gmail.com  
Website: www.osiahypermart.com

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.*

#### ***Capitalization Of Reserves Or Profits***

Save and except as stated in the chapter titled '***Capital Structure***' beginning on page no. 55 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

#### ***Issue Related Expenses***

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter titled "***Objects of the Issue***" beginning on page no. 77 of this Draft Prospectus.

#### ***Revaluation of Assets***

Our Company has not revalued its assets since incorporation.



## SECTION VIII- ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015, all the investors applying in a public issue shall use only Application Supported by blocked Amount (ASBA) facility for making payment. Further vide the said circular Registrar to the Issue and DP's have been also authorized to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

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

The present Public Issue of 15,78,400 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 19, 2018 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on January 18, 2019 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 1956 and Companies Act, 2013 and the Memorandum and Articles of Association of our Company and shall rank *pari-passu in all respects* with the existing equity shares of our Company including rights in respect of dividend. The Allottee's in receipt of Allotment of Equity Shares under the Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment.

For further details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 264 of this Draft Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to "Dividend Policy" on page 143 of the Draft Prospectus.

#### **Face Value and Issue Price per Share**

The Equity Shares having a Face Value of Rs.10.00 each are being offered in terms of the Draft Prospectus at the price of Rs. [●]/- per equity Share (including premium of Rs. [●]/- per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" on page 83 of the 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.

### ***Compliance with SEBI ICDR Regulations 2018***

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### ***Rights of the Equity Shareholders***

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed public limited Company under the Companies Act, the terms of the listing regulations with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc. please refer to the Section titled '**Main Provisions of the Articles of Association**' beginning on page no. 264 of this Draft Prospectus.

### ***Minimum Application Value, Market Lot and Trading Lot***

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated [●] between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated [●] between CDSL, our Company and Registrar to the Issue; and

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

### ***Minimum Number of Allottees***

The minimum number of Allottees in the Issue shall be 50 (Fifty). In case the minimum number of prospective Allottees is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the amounts amounts in the ASBA Account shall be unblocked forthwith.

### ***Joint Holders***

Where (2) two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

### ***Nomination Facility to Investor***

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### ***Period of Operation of Subscription List of Public Issue***

<b>Issue Opening Date</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[•]
<b>Credit of Equity Shares to demat accounts of Allottees</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]

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

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m.

(IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

### ***Underwriting and Minimum Subscription***

*In accordance with Regulation 260 of the SEBI (ICDR) Regulations 2018, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Prospectus and shall not be restricted to the minimum subscription level.*

As per section 39 of the Companies Act 2013, if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvment of Underwriters within 60 (sixty) days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 read with Rule 11 of Companies(Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any.

In accordance with Regulation 268 of SEBI ICDR Regulations 2018, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

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, in accordance with Regulation 268 of the SEBI (ICDR) Regulations 2018, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)*

*Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application. In case the minimum number of prospective Allottee`s is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies collected shall be refunded within 15 days of closure of the Issue.*

### ***Arrangements for disposal of odd lots***

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

### ***Application by Eligible NRIs, FPIs or VCFs registered with SEBI***

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### ***As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.***

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### ***Allotment of Equity Shares in Dematerialized Form***

As per section 29(1) of the new Companies Act 2013, every company making public offer shall issue securities only in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the SME Exchange.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### ***Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting***

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled "Capital Structure" beginning on page 55 of the Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details please refer sub-heading "Main Provisions of the Articles of Association" on page 264 of the Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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.*

### ***New Financial Instruments***

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

### ***Migration to Main Board***

Our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations, 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

- If the Paid-Up Capital of our Company is more than Rs. 10.00 Crore and up to Rs. 25.00 Crore, our company may still apply for migration to the Main Board. If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### ***Market Making***

The Equity Shares offered through the Issue are proposed to be listed on the SME Platform of NSE, wherein the Lead Manager to the Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform for a minimum period of three years from the date of listing of shares offered through this. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to General Information - Details of the Market Making Arrangements for this Issue" on page 52 of the Draft Prospectus.

In accordance, with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

<b>Issue Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)</b>	<b>Re-entry threshold for buy quotes(including mandatory initial inventory of 5% of issue size)</b>
Upto Rs. 20 Crores	25%	24%
Rs. 20 Crores to Rs. 50 Crores	20%	19%
Rs. 50 Crores to Rs. 80 Crores	15%	14%
Above Rs. 80 Crores	12%	11%

Further, the Market Maker shall give two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two way quotes shall be resumed the moment inventory reaches the prescribed reentry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

### ***Pre-Issue Advertisement***

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) 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 where the Registered Office of our Company is situated.



### ***Jurisdiction***

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat, 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, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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*



## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post-issue face value capital is more than ` 10 Crore and upto ` 25 Crore, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE EMERGE Platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 203 and 213 of the Draft Prospectus.

The Issue comprises a Public Issue of 15,78,400 Equity Shares of Face Value of Rs.10/- each fully paid (The “Equity Shares”) for cash at a price of Rs. [●]/- per Equity Shares (*including a premium of Rs. [●]/- per equity share*) aggregating to Rs. [●] Lakhs (“*the issue*”) by our Company of which 79,200 Equity Shares of Rs.10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of 14,99,200 Equity Shares of Rs.10/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute 26.52% and 25.18% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Fixed Price Issue Process

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	15,78,400 Equity Shares	79,200 Equity Shares
Percentage of Issue Size available for allocation	94.98% of the Issue Size	5.02% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " <i>Issue Procedure - Basis of Allotment</i> " on page 231 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applications shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<p><b><u>For Other than Retail Individual Investors (QIB and NII):</u></b></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●]/- each, such that the Application Value exceeds Rs. 2.00 Lakh.</p> <p><b><u>For Retail Individuals Investors:</u></b></p> <p>7,49,600 Equity Shares at an Issue price of ` Rs. [●]/- each</p>	79,200 Equity Shares
Maximum Application Size	<p><b><u>For Other than Retail Individual Investors (QIB and NII):</u></b></p> <p>The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.</p>	79,200 Equity Shares

	<p><b><u>For Retail Individuals Investors:</u></b></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2.00 Lakh</p>	
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application lot Size	[●] Equity Shares thereafter Equity Shares and in multiples of [●]	
Terms of Payment	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to “*Issue Structure*” on page 210 of the Draft Prospectus.

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 as amended, the present issue is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:

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

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

For further details please refer to the chapter titled “*Issue Structure*” beginning on page no. 210 of this Draft Prospectus.

## Withdrawal of the Issue

The Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

### Issue Programme

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Documents”) and including SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, to be included in the prospectus under “Part B – General Information Document” of this section, highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.*

*The General Information Documents to be included will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their Application 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.**

### PART A

#### ***Fixed Price Issue Procedure***

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the 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, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI. However, the investors may get the equity shares rematerialized subsequent to allotment.

## Application Form

***In accordance with SEBI ICDR Regulation, 2018 (as amended) and SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, SEBI had with effect from 1<sup>st</sup> January, 2016, made it mandatory for all the Investors applying in a public issue to use only Application Supported by Blocked Amount (ASBA) facility for making payment.***

The Memorandum 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, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

The prescribed color of the Application Form for various investors applying in the Issue is as follows:

Category	Color
Resident Indians and Eligible applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of equity shares that the applicants wish to apply for. Application forms downloaded and printed from the websites of the stock exchanges shall bear a system generated unique application number. The ASBA Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount that can be blocked by the SCSBs at the time of submitting the Application Form.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- an SCSB, with whom the bank account to be blocked, is maintained.
- a syndicate member (or sub-syndicate member),
- 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"),
- a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
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<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
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Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

### ***Availability of Prospectus and Application Forms***

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### ***Who can apply?***

(a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

(b) 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;

(c) 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;

(d) Mutual Funds registered with SEBI;

(e) 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;

(f) 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);

(g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

(h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

(i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the NonInstitutional applicant's category;

(j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

(k) Foreign Venture Capital Investors registered with the SEBI;

(l) 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;

- (m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- (n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- (o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- (p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- (q) 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;
- (r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (s) Multilateral and bilateral development financial institution;
- (t) Eligible QFIs;
- (u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (v) Insurance funds set up and managed by the Department of Posts, India;
- (w) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

***Applications not to be made by:***

- 1 Minors (except through their Guardians)
- 2 Partnership firms or their nominations
- 3 Foreign Nationals (except NRIs)
- 4 Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

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.

***Participation By Associated/Affiliates Of Lead Manager And Syndicate Members***

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if



any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

***Application By Indian Public Including Eligible NRIs Applying On Non Repatriation Basis***

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 securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

***Applications By Eligible NRIs/FII's/FPIs On Repatriation Basis***

Application Forms have been made available for eligible NRIs at our registered office and at the office of Lead Manager to the Issue.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the 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 Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

**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 non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (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 these regulations, 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 IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
    - ❖ Any other transaction specified by the Board.
  - c) No transaction on the stock exchange shall be carried forward;
  - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;
    - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018;
    - 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 IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - viii. Any other transaction specified by Board.
  - e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.
4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

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.

8. 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.
9. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore 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.
10. Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.
11. 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.
12. 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.
13. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
14. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. 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 the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

15. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
16. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

***Applications By SEBI Registered Venture Capital Funds, Alternative Investment 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 following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

***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 LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

***Applications By Insurance Companies***

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserve the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended, are broadly set forth below:

- (a) equity shares of a company: 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of life insurance or 10% of investment assets in case of general insurance business/ Re-insurance business/ Health Insurance business; whichever is lower.

- (b) the entire group of the investee company: Not more than 15% of the respective fund in case of a life insurance business or a general insurance or reinsurance or health insurance and not more than 5% of investment asset in all companies belonging to the Promoter group; and
- (c) The industry sector in which the investee company belongs: Not more than 15 % of the respective fund in case of a life insurance business or a general insurance or reinsurance or health insurance.

The maximum exposure limit, in the case of an investment in Equity Shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under a, b and c above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### ***Application By Provident Funds/Pension Funds***

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds 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 lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Draft Prospectus.

#### ***Application under Power of Attorney***

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores 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 with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- 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, the 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. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores, 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, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The 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 the Company and the lead manager may deem fit.

The 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 printing particulars on the refund order and 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 the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

#### ***Issue Procedure for ASBA (Application Supported By Blocked Account) Applicants***

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the 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.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

#### ***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 ASBA 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 ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

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 RTA's 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.

#### ***How to Apply?***

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.



### ***Mode of Payment***

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, 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 ASBA 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 ASBA 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 ASBA Public Issue Account as per 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.

### ***Maximum And Minimum Application Size***

The applications in this Issue, being a fixed price issue, will be categorized into two;

#### **a) For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed Rs. 2,00,000.

#### **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 [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 form 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.**

#### ***Option to Receive Equity Shares in Dematerialized Form***

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### ***Information for the Applicants***

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### ***Pre-Issue Advertisement***

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, 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 national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Gujarati newspaper.

#### ***Signing of Underwriting Agreement***

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on January 30, 2019.

#### ***Filing of the Prospectus with The RoC***

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

**a.) Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

**b.) Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

### ***Interest and Refunds***

#### **Completion of formalities for Listing & Commencement of Trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

### ***Grounds for Refund***

#### **Non Receipt of Listing Permission**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue 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 bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Draft Prospectus.

### ***Minimum Subscription***

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this offer document including devolvment of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

### ***Minimum Number of Allottees***

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

### ***Mode of Refund***

#### **In Case Of ASBA Application**

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### ***Mode of Making Refund for ASBA Applicants***

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

#### ***Interest in case of delay in Allotment or Refund:***

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

### ***General Instructions***

#### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws
- 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 for a price different from the price mentioned herein or in the Application Form;

- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not 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;

### ***Instructions for Completing the Application Form***

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 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's Centre is available on the websites of NSE 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.

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. Hence, Applicants are advised to immediately update their details as appearing on the records of the depository participant. Please note that failure to do so could result in non receipt of any correspondence to Applicants at the Applicants sole risk and neither the LMs or the Registrar or the Bankers to the Issue or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, 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 and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. 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.

### ***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.

## ***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). 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 (1st 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 (Twenty) 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 its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### ***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 Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

### ***Right to Reject Applications***

In case of QIB Applicants, the Company in consultation with the Lead Manager 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.

### ***Grounds for Rejections***

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of 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;
- 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 [●];
- Category not ticked;
- Multiple Applications as defined in the 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;
- 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 Draft Prospectus and as per the instructions in the Draft 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 Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;



- Applications not containing the details of Bank Account and/or Depositories Account.

### ***Equity Shares in Dematerialized form with NSDL or CDSL***

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated [●] with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated [●] with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: [●].

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. 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.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. 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.
- e. 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.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

### ***Communications***

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the 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. at below mentioned addresses;**

**To**  
**Mrs. Keerti Laxman Lachhwani**  
**The Company Secretary and Compliance Officer**  
**Osia Hyper Retail Limited,**  
**Address:** Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad-380005 Gujarat, India  
**Tel No.:** +91-8460604015  
**Email:** cs2013.ohrl@gmail.com  
**Web:** www.osiahypermart.com

**To the Registrar to the Issue**  
**Mr. Subhash Dhingreja**  
**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**  
**Address:** 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai- 400072.  
**Tel. Number:** 022 – 28511022/ 62215779  
**Email Id:** Mumbai@skylinerta.com



**Website:** www.skylinerta.com

### ***Disposal of Applications and Application Moneys and Interest in case of delay***

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

### ***Impersonation***

***Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:***

***"Any person who—***

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."***

***Section 447 of the Companies Act, 2013, is reproduced as below: "Without Prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.***

***Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years." Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.***

### ***Basis Of Allotment***

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth 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 [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and

- b) The successful applicants out of the total applicants for that category shall be determined by the drawal 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 [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated 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.
6. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum of 50% of the net offer of shares to the Public (i.e. upto 7,49,600 Equity Shares) shall be made available for allotment to retail individual investors; and
  - b) The balance net offer of shares to the public (i.e. upto 7,49,600 Equity Shares) shall be made available for allotment to Non-Institutional Investors including Corporate Bodies/ Institutions.
  - 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.

Explanation: If the retails individual investor category is entitled to more than allocated portion on proportionate basis, the retails individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “BASIS OF ALLOTMENT” on page no. 231 of this Draft Prospectus.

“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 the Emerge Platform of NSE.

### ***Basis of Allotment in the event of Under Subscription***

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform 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, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

### ***Undertakings by Our Company***

We undertakes as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 4) that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time; and
- 5) that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
- 6) that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 7) Adequate arrangements shall be made to collect all Application forms.

### ***Utilization of Issue Proceeds***

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## **PART B**

### **GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES**

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue

#### **Section 1: Purpose of the General Information Document (GID)**

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations, 2018**”) as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

## **Section 2: Brief Introduction to IPOs on SME Exchange**

### **2.1 Initial public offer (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 229 of the SEBI ICDR Regulations, 2018 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter IX of SEBI (ICDR) regulations 2018, wherein as per,

- Regulation 229 (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 229 (2): An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulation 2018.

### **2.2 Other Eligibility Requirements**

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2018, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 229 of Chapter IX of SEBI (ICDR) Regulations, 2018:

- a) In accordance with Regulation 260 of SEBI (ICDR) Regulations, 2018 Issue has to be 100% underwritten and the Lead Manager has to underwrite at least 15% of the total issue size.
- b) In accordance with regulation 268 of SEBI (ICDR) Regulations, 2018 total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018 Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 the Lead Manager has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e) We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
- f) Our Company is also eligible for the Issue in accordance with eligibility norms for listing:
  - i. Our Company is incorporated under the Companies Act 1956/2013.
  - ii. The Post Issue paid up capital of our Company shall not be more than Rs. 25 Crore.
  - iii. Track record of at least three years of either
    - The applicant seeking listing; or
    - The promoters/ promoting company, incorporated in or outside India; or
    - Proprietary/Partnership firm and subsequently converted into a company (not in existence as a company for three years) and approaches the Exchange for Listing.
    - The company/entity should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.
  - iv. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
  - v. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed.
  - vi. No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our company.
- g) We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of the NSE (NSE SME Platform).
- h) Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations 2018. Further, our Company has not been formed by the conversion of a partnership firm into a company.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus the Company is eligible for the Issue in accordance with Regulation 229 and other provision of Chapter IX of SEBI (ICDR) Regulations, 2018 as the post –issue face value capital does not exceed Rs.1,000 Lakh. Company also complies with the eligibility conditions laid by the Emerge Platform of NSE for listing of our Equity Shares.

### 2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2018, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

#### **2.4 Issue Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

#### **2.5 Migration To Main Board**

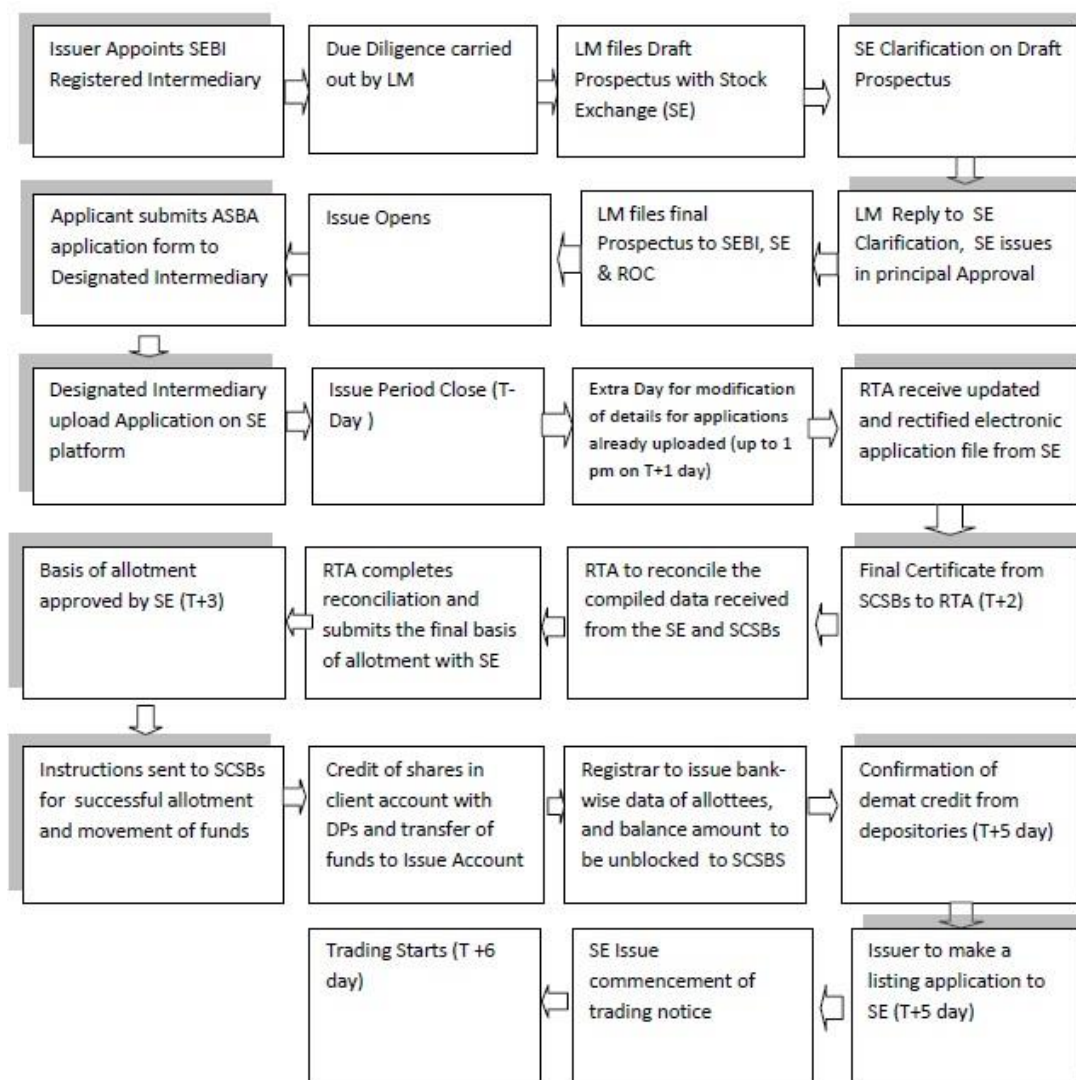
SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

#### **2.6 Flowchart Of Timelines**

A flow chart of process flow in Fixed Price Issues is as follows:





### **Section 3: Category of Investors Eligible to Participate in an Issue**

**Each Applicant should check whether they are eligible to apply under applicable law.** Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three) or in the names of minors as natural / legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/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 may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in 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 law; 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 regulations and the SEBI ICDR Regulations, 2018 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVCIs registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and/ or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2500 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, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

As per the existing regulations, OCBs are not allowed to participate in an Issue.

## **Section 4: Applying in the Issue**

**Fixed Price Issue:** Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

<b>Category</b>	<b>Color of the Application</b>
Resident Indian, Eligible NRIs applying on a non -repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

### **4.1 Instructions For Filing Application Form/ Application Form (Fixed Price Issue)**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

# R Application Form

COMMON APPLICATION  
FORM FOR ASBA / NON-ASBA

AAA LIMITED - PUBLIC ISSUE - R

FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs  
APPLYING ON NON-REPATRIATION BASIS

To,  
The Board of Directors  
AAA LIMITED

FIXED PRICE SME ISSUE

INE-----

Application  
Form No.

Date : \_\_\_\_\_

BROKER'S / AGENT'S STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ Age _____ Address _____ E-mail _____ Tel. No (with STD code) / Mobile: _____
BANK BRANCH STAMP, CODE & SERIAL NO.	SCSB SERIAL NO.	
UNDERRITERS CODE	REGISTRAR'S SERIAL NO.	
2. PAN OF SOLE/FIRST APPLICANT _____		

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Non Resident Indians - NRIs <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VC <input type="checkbox"/> Others (Please Specify) - OTH <small>*HUF should apply only through Karta (Application by HUF would be treated as per web-investor)</small>
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		

4. APPLICATION DETAILS	5. CATEGORY
No. of Equity Shares applied at the Issue Price (In Figures) _____ (In Words) _____ <small>* Please note that applications must be made in minimum lot size and further multiples of thereof accordingly.</small>	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)	PAYMENT OPTION : Full Payment
Amount Paid (Rs. in Figures) _____ (Rs. in words) _____ <input type="checkbox"/> (A) CHEQUE / DEMAND DRAFT (DD) Cheque / DD No. _____ Dated _____ Drawn on (Bank Name & Branch) _____	<input type="checkbox"/> (B) ASBA Bank A/c No. _____ Bank Name & Branch _____

(WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'INVESTOR UNDERTAKING' AS GIVEN OVERLEAF. (WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8.A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____	8.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (For ASBA Option ONLY) (We authorize the SCSB to do all acts as are necessary to make the Application in the issue. 1) _____ 2) _____ 3) _____	BANK BRANCH'S STAMP	REFUND OPTION (OPTIONAL) Refund through RTGS IFSC Code of the Branch whose account is maintained _____
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TEAR HERE

AAA LIMITED- PUBLIC ISSUE - R	Acknowledgement Slip for SCSB	Application Form No.
DP ID / CL ID _____ PAN _____	No. of Equity Shares applied for in Figures _____ in words _____ Cheque / Demand Draft dated _____ Instrument No./ASBA Bank A/c No. : _____ Drawn on (Name of Bank & Branch) _____	Bank's Stamp & Signature _____
Received from Mr./Ms. _____ Address _____ Telephone / Mobile _____ E-mail _____		

TEAR HERE

AAA LIMITED - PUBLIC ISSUE - R	In Figures	In Words	Stamp & Signature of SCSB	Name of Sole / First Applicant
	No. of Equity Shares	_____	_____	_____
	Amount Paid (Rs.)	_____	_____	_____
	Cheque / DD / ASBA Bank A/c No. : _____ Bank & Branch: _____	Acknowledgment Slip for Applicant		
				Application Form No.

# NR Application Form

COMMON APPLICATION  
FORM FOR ASBA / NON-ASBA

AAA LIMITED - PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI ETC.  
APPLYING ON A REPATRIATION BASIS

TEAR HERE

To,  
The Board of Directors  
AAA LIMITED

FIXED PRICE SME ISSUE

INE-----

Application  
Form No.

Date : \_\_\_\_\_

BROKER'S / AGENT'S STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ Age _____ Address _____ E-mail _____ Tel. No. (with STD code) / Mobile _____
BANK BRANCH STAMP, CODE & SERIAL NO.	SCSB SERIAL NO.	
UNDERRITERS CODE	REGISTRAR'S SERIAL NO.	

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	6. INVESTOR STATUS <input type="checkbox"/> Non-Resident Indians (Repatriation basis) NRI <input type="checkbox"/> Foreign Institutional Investors / Foreign Portfolio Investors FI/FFI <input type="checkbox"/> Foreign Venture Capital Investor FVCI <input type="checkbox"/> FI Sub Account Corporate/ Individual FI SA <input type="checkbox"/> Others (Please Specify) OTH
4. APPLICATION DETAILS No. of Equity Shares applied at the Issue Price _____ (In Figures) _____ (In Words) _____ Please note that applications must be made in minimum lot size and further multiples of thereof accordingly.	5. CATEGORY <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-institutional <input type="checkbox"/> QIB

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)		PAYMENT OPTION : Full Payment
Amount Paid (Rs. in Figures) _____ (Rs. in words) _____	<input type="checkbox"/> (A) CHEQUE / DEMAND DRAFT (DD) Cheque / DD No. _____ Dated _____ Drawn on (Bank Name & Branch) _____	<input type="checkbox"/> (B) ASBA Bank A/c No. _____ Bank Name & Branch _____

(WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERSTANDING" AS GIVEN OVERLEAF. (WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2014	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (For ASBA Option ONLY) (We authorize the SCSB to do all acts as are necessary to make the Application in the issue. 1) _____ 2) _____ 3) _____	BANK BRANCH'S STAMP	REFUND OPTION (OPTIONAL) Refund through RTGS IFSC Code of the Branch whose account is maintained _____
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TEAR HERE

AAA LIMITED- PUBLIC ISSUE - NR

Acknowledgement  
Slip for SCSB

Application  
Form No.

DP ID CL ID	PAN	No. of Equity Shares applied for in Figures _____ in words _____ Cheque / Demand Draft dated _____ Instrument No. / ASBA Bank A/c No. _____ Drawn on (Name of Bank & Branch) _____	Bank's Stamp & Signature
Received from Mr./Ms. _____ Address _____ Telephone / Mobile _____ E-mail _____			

TEAR HERE

AAA LIMITED - PUBLIC ISSUE - NR	In Figures	In words	Stamp & Signature of SCSB	Name of Sole / First Applicant
	No. of Equity Shares			
	Amount Paid (Rs.)			
	Cheque / DD/ ASBA Bank A/c No. : _____ Bank & Branch : _____			Acknowledgment Slip for Applicant

Application  
Form No.

#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,
- b) The Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
  - makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
  - otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”
- e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.



- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- a) The Issuer may mention Price as per Draft Prospectus. However a Prospectus registered with RoC contains one price.
- b) Minimum and Maximum Application Size
  - i. For Retails Individual Applicants

The Application must be for a minimum of [●]equity shares. As the application price payable by the retail individual applicants cannot exceed Rs.200,000 they can make Application for only minimum Application size i.e. for [●]equity shares.

- ii. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of equity shares such that the Application Amount exceeds Rs. 200,000 and in multiples of [●] 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 of Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 200,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or

maximum number of equity shares that can be held by them under prescribed law or regulation or as specified in this Draft Prospectus.

- c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- d) Applicants are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- e) The following applications may not be treated as multiple applications:
  - i. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
  - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.
  - iii. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

#### 4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2018 as amended for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2018 as amended. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2018, specify the allocation or allotment that may be made to various categories of Applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

#### 4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.



- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- b) All categories of investors can participate in the Issue only through ASBA mechanism.
- c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

##### **4.1.7.1 Payment instructions for Applicants**

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application

Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.

- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

#### **4.1.8 Unblocking of ASBA Account**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted, if any, against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

##### **4.1.8.1 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
- c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

##### **4.1.8.2 Additional Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

#### 4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### 4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

- a) All communications in connection with Applications made in the Issue should be addressed as under:
  - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicants should contact the Registrar to the Issue.
  - ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSBs or Registered Brokers or Registered RTA/DP, as the case maybe.
  - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- b) The following details (as applicable) should be quoted while making any queries –
  - i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
  - ii. name and address of the Designated Intermediary, where the Application was submitted; or
  - iii. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### 4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.

- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Revision For - R

COMMON APPLICATION FORM FOR ASBA / NON-ASBA **AAA LIMITED - PUBLIC ISSUE - R** FOR RESIDENT INDIANS & QIBs, ELIGIBLE NRIs APPLYING ON NON-REPATRIATION BASIS

TEAR HERE

To,  
The Board of Directors  
AAA LIMITED

**FIXED PRICE SME ISSUE**

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Application  
Form No.

Date : \_\_\_\_\_

<b>BROKER'S / AGENT'S STAMP &amp; CODE</b>	<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms. _____
		Age _____
<b>BANK BRANCH STAMP, CODE &amp; SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	Address _____
		E-mail _____
<b>UNDERRITERS CODE</b>	<b>REGISTRAR'S SERIAL NO.</b>	Tel. No. (with STD code) / Mobile _____
		<b>2. PAN OF SOLE/FIRST APPLICANT</b>
		_____

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	<b>6. INVESTOR STATUS</b>
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Non Resident Indians - NRI <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VC <input type="checkbox"/> Others (Please Specify) - OTH
<b>4. APPLICATION DETAILS</b>		<b>5. CATEGORY</b>
No. of Equity Shares applied at the Issue Price _____		<input type="checkbox"/> Retail Individual
(In Figures) _____	(In Words) _____	<input type="checkbox"/> Non-Institutional
* Please note that applications must be made in minimum lot size and further multiples of thereof accordingly.		<input type="checkbox"/> QIB

PLEASE FILL IN BLOCK LETTERS

<b>7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)</b>	<b>PAYMENT OPTION : Full Payment</b>
Amount Paid (Rs. in Figures) _____ (Rs. in words) _____	
<input type="checkbox"/> (A) CHEQUE / DEMAND DRAFT (DD)	<input type="checkbox"/> (B) ASBA
Cheque/DD No. _____ Dated _____	Bank A/c No. _____
Drawn on (Bank Name & Branch) _____	Bank Name & Branch _____

(WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT (WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 3A AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. (WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT (WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s)</b> (AS PER BANK RECORDS) (For ASBA Option ONLY) (We authorize the SCSB to do all acts as are necessary to make the Application in the issue	<b>BANK BRANCH'S STAMP</b>	<b>REFUND OPTION (OPTIONAL)</b>
Date: _____	1) _____ 2) _____ 3) _____		Refund through RTGS IFSC Code of the Branch whose account is maintained

TEAR HERE

<b>AAA LIMITED- PUBLIC ISSUE - R</b>	<b>Acknowledgement Slip for SCSB</b>	<b>Application Form No.</b>
DP ID / CL ID _____	PAN _____	
Received from Mr./Ms. _____	No. of Equity Shares applied for _____	Bank's Stamp & Signature
Address _____	In Figures _____	
Telephone / Mobile _____ E-mail _____	In words _____	
	Cheque / Demand Draft dated _____	
	Instrument No./ASBA Bank A/c No. _____	
	Drawn on (Name of Bank & Branch) _____	

TEAR HERE

<b>AAA LIMITED- PUBLIC ISSUE - R</b>	<b>Stamp &amp; Signature of SCSB</b>	<b>Name of Sole / First Applicant</b>
No. of Equity Shares _____		
Amount Paid (Rs.) _____		
Cheque / DD/ ASBA Bank A/c No. : _____		
Bank & Branch: _____		
		<b>Acknowledgment Slip for Applicant</b>
		<b>Application Form No.</b>



Revision For - NR

COMMON APPLICATION  
FORM FOR ASBA / NON-ASBA

AAA LIMITED - PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FIIs/FPIs, FVCIs ETC.  
APPLYING ON A REPATRIATION BASIS

To,  
The Board of Directors  
AAA LIMITED

FIXED PRICE SME ISSUE

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Application  
Form No.

Date : \_\_\_\_\_

BROKER'S / AGENT'S STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
		Mr. / Ms. _____ Age _____ Address _____ E-mail _____ Tel. No. (with STD code) / Mobile _____
BANK BRANCH STAMP, CODE & SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE/FIRST APPLICANT
		_____
UNDERRITERS CODE	REGISTRAR'S SERIAL NO.	

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.		<input type="checkbox"/> Non-Resident Indians (Repatriation basis) NRI <input type="checkbox"/> Foreign Institutional Investors / Foreign Portfolio Investors FI(FPI) <input type="checkbox"/> Foreign Venture Capital Investor FVCI <input type="checkbox"/> FI Sub Account Corporate/ Individual FISA <input type="checkbox"/> Others (Please Specify) OTH

4. APPLICATION DETAILS	5. CATEGORY
No. of Equity Shares applied at the Issue Price _____ (In Figures) _____ (In Words) _____	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
1. Please note that applications must be made in minimum lot size and further multiples of thereof accordingly.	

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)	PAYMENT OPTION : Full Payment
Amount Paid (Rs. in Figures) _____ (Rs. in words) _____	
<input type="checkbox"/> (A) CHEQUE / DEMAND DRAFT (DD) Cheque/DD No. _____ Dated _____ Drawn on (Bank Name & Branch) _____	<input type="checkbox"/> (B) ASBA Bank A/c No. _____ Bank Name & Branch _____

(WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED FORM 2A, AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. (WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (For ASBA Option ONLY) (We authorize the SCSB to do all acts as are necessary to make the Application in the issue)	BANK BRANCH'S STAMP	REFUND OPTION (OPTIONAL)
Date: _____, 2014	1) _____ 2) _____ 3) _____		Refund through RTGS IFSC Code of the Branch whose account is maintained _____

AAA LIMITED- PUBLIC ISSUE - NR

Acknowledgement  
Slip for SCSB

Application  
Form No.

DP ID / CL ID	PAN
Received from Mr./Ms. _____ Address _____ Telephone / Mobile _____ E-mail _____	No. of Equity Shares applied for In Figures _____ In Words _____ Cheque / Demand Draft dated _____ Instrument No. / ASBA Bank A/c No. _____ Drawn on (Name of Bank & Branch) _____
	Bank's Stamp & Signature

AAA LIMITED- PUBLIC ISSUE - NR	In Figures _____ In words _____	Stamp & Signature of SCSB	Name of Sole / First Applicant
No. of Equity Shares			
Amount Paid (Rs.)			
Cheque / DD / ASBA Bank A/c No. : _____			
Bank & Branch : _____			
			Acknowledgment Slip for Applicant
			Application Form No.

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### **4.2.2 FIELD 4 & 5: BID OPTIONS REVISION ‘FROM’ AND ‘TO’**

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed Rs. 200,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM**

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investor Applications	To the Designated Intermediaries

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively

### **SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

#### **5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants



including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

## 5.2 GROUNDS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 200,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form
- From one ASBA Account, more than five applications are made by applicant.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

**APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being the Fixed Price Issue this section is not applicable for this Issue.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

### **7.1 Basis of Allotment**

Allotment will be made in consultation with SME Platform of NSE (NSE Emerge), (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:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
- b) 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).
- c) For applications where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted [●] Equity Shares;
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawal 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.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the 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 lower nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
  - i. As per Regulation 253 of the SEBI (ICDR) Regulations 2018, 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.
  - ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the 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 SME Platform of NSE (NSE Emerge).

The Executive Director/ Managing Director of the SME Platform of NSE (NSE Emerge), Designated Stock Exchange in addition to Lead Merchant Banker and Registrar to the Public Offer 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, 2018.

## 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### 8.2 GROUNDS FOR UNBLOCKING OF FUNDS

#### 8.2.1 Non Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts. If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

#### 8.2.2 Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters , if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblocked the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations and the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 267 of the SEBI (ICDR) Regulations 2018, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100,000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

### **8.3 Mode of Unblocking of Funds**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### **8.3.1 Mode of making refunds for Applicants**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **8.4 Interest In Case Of Delay in Allotment**

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

## **SECTION 9: GLOSSARY AND ABBREVIATIONS**

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Closing Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2018. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Draft Prospectus, whether applying through the ASBA or otherwise.

Term	Description
Applicant	Any prospective investor (including an ASBA Applicant) who makes an Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2018
Broker Centers	Broker Centers notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a> .
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.

Term	Description
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2018.
Draft Prospectus	This Draft Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2018 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the Promoter and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2018, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service



Term	Description
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2018
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate

Term	Description
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2018
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ` 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ` 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2018	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated entered into between the Underwriters and our company.
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, “Working Days” shall mean all trading days of the Stock Exchange excluding Sundays and public holidays.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2017 (“FDI Policy 2017”), which is effective from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“RBI”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated January 4, 2018 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our company is in the business of developing, manufacturing and marketing wellness products. These activities are listed in section 5.2.5 under the head “Manufacturing” of the FDI Policy 2017 which allows 100% foreign direct investment through automatic route subject to the provisions of FDI Policy.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs

cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### ***Investment Conditions/Restrictions For Overseas Entities***

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

### **I. Investment by FPIs under Portfolio Investment Scheme (PIS):**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paidup equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

### **II. Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e. the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

### **III. Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI

or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

*Pursuant to Schedule II of the Companies Act, the SEBI ICDR Regulations 2018, the main provisions of the Articles of Association relating to 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 the each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.*

The Authorized capital of our Company is Rs. 70,00,000 divided into 7,00,00,000 Equity Shares of Rs. 10 each.

*\*New set of Articles of Association Adopted by Company as per Companies Act, 2013 Vide EGM Dated 27/07/ 2017*

### THE COMPANIES ACT, 2013

#### (COMPANY LIMITED BY SHARES)

#### ARTICLES OF ASSOCIATION

#### OF

#### OSIA HYPER RETAIL LIMITED

[Formally known as Mapple Exim Limited]

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
2.	<p style="text-align: center;"><b>Interpretation Clause</b></p> <p>In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:</p> <p>(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.</p> <p>(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.</p>	<p><b>Act</b></p> <p><b>Articles</b></p>

	<p>(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.</p> <p>(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.</p> <p>(e) *"The Company" shall mean <b>"OSIA HYPER RETAIL LIMITED"</b></p> <p>(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.</p> <p>(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.</p> <p>(h) Words importing the masculine gender also include the feminine gender.</p> <p>(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.</p> <p>(j) The marginal notes hereto shall not affect the construction thereof.</p> <p>(k) "Meeting" or "General Meeting" means a meeting of members.</p> <p>(l) "Month" means a calendar month.</p> <p>(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.</p> <p>(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.</p> <p>(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.</p> <p>(p) "Non-retiring Directors" means a director not subject to retirement</p>	<p><b>Auditors</b></p> <p><b>Capital</b></p> <p><b>Executor or Administrator</b></p> <p><b>Legal Representative</b></p> <p><b>Gender</b></p> <p><b>In Writing and Written</b></p> <p><b>Marginal notes</b></p> <p><b>Meeting or General Meeting</b></p> <p><b>Month</b></p> <p><b>Annual General Meeting</b></p> <p><b>Extra-Ordinary   General Meeting</b></p> <p><b>National Holiday</b></p> <p><b>Non-retiring Directors</b></p>
	<p>by rotation.</p> <p>(q) "Office" means the registered Office for the time being of the Company.</p> <p>(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.</p> <p>(s) "Person" shall be deemed to include corporations and firms as well as individuals.</p>	<p><b>Office</b></p> <p><b>Ordinary and Special Resolution</b></p> <p><b>Person</b></p>



	<p>(t) “Proxy” means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.</p> <p>(u) “The Register of Members” means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.</p> <p>(v) "Seal" means the common seal for the time being of the Company.</p> <p>(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.</p> <p>(x) “The Statutes” means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.</p> <p>(y) “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.</p> <p>(z) “Variation” shall include abrogation; and “vary” shall include abrogate.</p> <p>(aa) “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.</p> <p>Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.</p> <p style="text-align: center;"><b>CAPITAL</b></p>	<p><b>Proxy</b></p> <p><b>Register of Members</b></p> <p><b>Seal</b></p> <p><b>Singular number</b></p> <p><b>Statutes</b></p> <p><b>These presents</b></p> <p><b>Variation</b></p> <p><b>Year and Financial Year</b></p> <p><b>Expressions in the Act to bear the same meaning in</b></p> <p><b>Articles</b></p>
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as	<b>Authorised Capital.</b>
<b>4.</b>	may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	
	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these	<b>Increase of capital by the Company how carried into effect</b>

	<p>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> <p>6. The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.</p> <p>7. Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.</p> <p>8. The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.</p>	<p><b>New Capital same as existing capital</b></p> <p><b>Non-Voting Shares</b></p> <p><b>Redeemable Preference Shares</b></p> <p><b>Voting rights of</b></p>
<p>9.</p>	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a</p>	<p><b>preference shares</b></p> <p><b>Provisions to apply on issue of Redeemable Preference Shares</b></p>
	<p>fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p>	

	<p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as Reducing the amount of its Authorized Share Capital</p> <p><b>10.</b> The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special resolution <b>reduce</b></p> <ol style="list-style-type: none"> <li>the share capital</li> <li>any capital redemption reserve account; or</li> <li>any security premium account</li> </ol> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	
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		Debentures
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the	

<p>provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>	<p><b>Buy Back of shares</b></p>	
<p><b>15.</b> Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>		<p><b>Consolidation, Sub-Division And Cancellation</b></p>
<p><b>16.</b> Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p>	<p><b>Issue of Receipts</b></p>	<p><b>Depository</b></p>
<p><b>17.</b> Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed</p>	<p><b>Issue of Securities</b></p>	

	thereunder.	
	<p style="text-align: center;"><b>MODIFICATION OF CLASS RIGHTS</b></p> <p><b>18.</b> (a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p> <p>(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other</p>	<p><b>Modification of rights</b></p>   

	rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided .
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company	Directors may allot shares as full paid-up

	<p>or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.</p> <p><b>24.</b> The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.</p> <p><b>25.</b> Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.</p>	<p><b>Deposit and call etc.to be a debt payable immediately.</b></p> <p><b>Liability of Members.</b></p>
	<p><b>26.</b> Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.</p> <p style="text-align: center;"><b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b></p> <p><b>27.</b> The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act</p> <p style="text-align: center;"><b>CERTIFICATES</b></p> <p><b>28.</b> (a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders</p>	<p><b>Registration of Shares.</b></p> <p><b>Share Certificates.</b></p>

	<p>shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the</p>	
	<p>aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>29. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p>	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>



	<p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	
<p><b>30.</b> (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company’s regulations.</p> <p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p> <p><b>31.</b> Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p> <p><b>32.</b> If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p> <p style="text-align: center;"><b>UNDERWRITING AND BROKERAGE</b></p> <p><b>33.</b> Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by</p>	<p><b>The first named joint holder deemed Sole holder.</b></p> <p><b>Maximum number of joint holders.</b></p> <p><b>Company not bound to recognise any interest in share other than that of registered holders.</b></p> <p><b>Installment on shares to be duly paid.</b></p> <p><b>Commission</b></p>	

	payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.																			
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage																		
	<b>CALLS</b>																			
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.	Directors may make calls																		
	<del>(2) A call may be revoked or postponed at the discretion of the Board.</del>																			
	(3) A call may be made payable by installments.																			
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls																		
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<table> <tr> <th>Calls to resolution.</th><th>date</th><th>from</th></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> </table>	Calls to resolution.	date	from															
Calls to resolution.	date	from																		
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<table> <tr> <th>Calls on uniform basis.</th><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> </table>	Calls on uniform basis.																	
Calls on uniform basis.																				
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<table> <tr> <th>Directors time.</th><th>may</th><th>extend</th></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> </table>	Directors time.	may	extend															
Directors time.	may	extend																		
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<table> <tr> <th>Calls to carry interest.</th><td></td><td></td></tr> <tr><td></td><td></td><td></td></tr> </table>	Calls to carry interest.																	
Calls to carry interest.																				

	<p><b>41.</b> If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.</p> <p><b>42.</b> On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p> <p><b>43.</b> Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.</p> <p><b>44.</b> (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p>	<p><b>Sums deemed to be calls</b></p> <p>Proof on trial of Suit for</p> <p><b>Judgement,decree,partial payment not to proceed for forfeiture</b></p> <p><b>Payments in Anticipation of calls may carry interest</b></p>

	<p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	
	<p style="text-align: center;"><b>LIEN</b></p> <p><b>45.</b> The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p><b>46.</b> For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p> <p><b>47.</b> The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale</p>	<p><b>Company to have lien on Shares</b></p> <p><b>As to enforcing lien by sale</b></p> <p><b>Application of proceeds of sale.</b></p>

<b>FORFEITURE AND SURRENDER OF SHARES</b>	
<p><b>48.</b> If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.</p>	<p><b>If call or installment not paid, notice may be given</b></p> <p>Terms of notice</p>
<p><b>49.</b> The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited</p> <p><b>50.</b> If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p> <p><b>51.</b> When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.</p> <p><b>52.</b> Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p>	<p>T</p> <p><b>On default of payment, shares to be forfeited.</b></p> <p><b>Notice of forfeiture to a Member</b></p> <p><b>Forfeited shares to be property of the Company and may be sold etc.</b></p>

<p><b>53.</b></p> <p><b>54.</b></p> <p><b>55.</b></p> <p><b>56.</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 as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p> <p>The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.</p> <p>A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.</p> <p>The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to</p>	<p><b>Members still liable to pay money owing at time of forfeiture and interest.</b></p> <p><b>Effect of forfeiture.</b></p> <p><b>Evidence of Forfeiture.</b></p> <p><b>Title of purchaser and allottee Forfeited shares.</b></p>
<p><b>57.</b></p> <p><b>58.</b></p> <p><b>59.</b></p>	<p>whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.</p> <p>Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.</p> <p>In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.</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</p>	<p><b>Cancellation of share certificate in respect of forfeited shares.</b></p> <p><b>Forfeiture may be remitted.</b></p>

	<p>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> <p>60. The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.</p> <p style="text-align: center;"><b>TRANSFER AND TRANSMISSION OF SHARES</b></p> <p>61. (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor</p>	<p><b>Validity of sale</b></p> <p><b>Surrender of shares.</b></p> <p><b>Execution of the instrument of shares.</b></p>
	<p>and transferee.</p> <p>(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.</p> <p>62. The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.</p> <p>The instrument of transfer shall be in a common form approved by the Exchange;</p> <p>63. The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the</p> <p>shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been</p>	<p><b>Transfer Form.</b></p> <p><b>Transfer not to be registered except on production of instrument of transfer.</b></p>



<p><b>64.</b></p>	<p>transmitted by operation of law.</p> <p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—</p> <p>(a) any transfer of shares on which the company has a lien.</p> <p>That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;</p>	<p><b>Directors may refuse to register transfer.</b></p>
<p><b>65.</b></p> <p><b>66.</b></p> <p><b>67.</b></p> <p><b>68.</b></p> <p><b>69.</b></p> <p><b>70.</b></p>	<p>If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p> <p>No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.</p> <p>The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.</p> <p>The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.</p> <p>Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</p> <p>For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/</p>	<p><b>Notice of refusal to be given to transferor and transferee.</b></p> <p><b>No fee on transfer.</b></p> <p><b>Closure of Register of Members or debentureholder or other security holders..</b></p> <p><b>Custody of transfer Deeds.</b></p> <p><b>Application for transfer of partly paid shares.</b></p>

	courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
<b>71.</b>	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<p><b>Recognition of legal representative.</b></p>          <p><b>Titles of Shares of deceased Member</b></p>
<b>72.</b>	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	
<b>73.</b>	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>

74.	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>	<p><b>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</b></p>
75.  76.  77.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p> <p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p> <p>The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability</p>	<p><b>Refusal to register nominee.</b></p> <p><b>Board may require evidence of transmission.</b></p> <p><b>Company not liable for disregard of a notice prohibiting registration of transfer.</b></p>
78.	<p>whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.</p> <p>In the case of any share registered in any register maintained outside</p>	

	India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India</b>
<b>79.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind	<b>No transfer to insolvent etc.</b>

<b>NOMINATION</b>		
<b>80. i)</b>	Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.	<b>Nomination</b>
<b>ii)</b>	No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014	
<b>iii)</b>	The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.	<b>Transmission of Securities by nominee</b>
<b>iv)</b>	If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	
<b>81.</b>	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-	
	to be registered himself as holder of the security, as the case may be; Or to make such transfer of the security, as the case may be, as the deceased security holder, could have made;	
	(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;  (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.  Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the	

	share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends,	
	bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	
	<b>DEMATERIALISATION OF SHARES</b>	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it	<b>Title of survivors.</b>
	may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and	
	authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the	<b>Power to issue share warrants</b>

<p>stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.</p> <p><b>86.</b> (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any</p>	<p><b>Deposit of share warrants</b></p>
<p>meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	
<p><b>87.</b> (a) Subject as herein otherwise expressly provided, no person, being bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p> <p><b>88.</b> The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.</p> <p style="text-align: center;"><b>CONVERSION OF SHARES INTO STOCK</b></p> <p><b>89.</b> The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p> <p><b>90.</b> The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p><b>91.</b> The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends,</p>	<p><b>Issue of new share warrant coupons</b></p> <p><b>Conversion of shares into stock or reconversion.</b></p> <p><b>Transfer of stock.</b></p> <p><b>Rights of stock</b></p>

	participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such	<b>holders.</b>
	privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	
<b>92.</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
<b>93.</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	
<b>94.</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	
<b>95.</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks	<b>Securing payment or of Moneys repayment borrowed.</b>
	and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	
<b>96.</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall	<b>Directors.</b>



	consider to be for the benefit of the Company.	
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
100	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
101	No General Meeting, Annual or Extraordinary shall be competent to enter	<b>Meeting not to transact business not mentioned in</b>
102	upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened. The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding	<b>notice.  Chairman of General</b>

	such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	n Meeting
103	No business, except the election of a Chairman, shall be discussed at any	Business confined to
104	General Meeting whilst the Chair is vacant. a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	election of Chairman whilst chair is vacant.    Chairman with consent may adjourn meeting.
105	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
<b>VOTES OF MEMBERS</b>		
108	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show	Members in arrears not to
109	of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien. Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the	vote.

	<p>company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.</p>	<p><b>Number of votes each member entitled.</b></p>
110	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<p><b>Casting of votes by a member entitled to more than one vote.</b></p>
111	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<p><b>Vote of member of unsound mind and of minor</b></p>
112	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the	
	<p>case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.</p>	<p><b>Postal Ballot</b></p>
113	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<p><b>E-Voting</b></p>
114	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	<p><b>Votes of joint members.</b></p>
115	<p>Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles</p>	<p><b>Votes may be given by proxy or by representative</b></p>

116	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A	<b>Representation of a body corporate.</b>
117	<p>person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.</p> <p>(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.</p> <p>(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.</p>	<p><b>Members paying money in advance.</b></p> <p><b>Members not prohibited if share not held for any specified period.</b></p>
118	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
119	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate	<b>No votes by proxy on show of hands.</b>
120	<p>and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.</p> <p>The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before</p>	<b>Appointment of a Proxy.</b>

	the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	
<b>121</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen.  Provided that a company may appoint more than fifteen directors after passing a special resolution  The persons named below are the first directors of the company and shall hold office of the director until and unless they resign their own.	<b>Number of Directors</b>
	<b>1. MR. DHIRENDRA GAUTAMKUMAR CHOPRA</b>  <b>2. MRS. KAVITA DHIRENDRAKUMAR CHOPRA</b>  The directors are not subject to retire by rotation.	
<b>126</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127</b>	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement  (b) The Nominee Director/s so appointed shall not be required to hold, any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.	

	<p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	
<b>128</b>	<p>The Board may appoint an Alternate Director to act for a Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.</p>	<b>Appointment of alternate Director.</b>
<b>129.</b>	<p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.</p>	<b>Additional Director</b>
<b>130</b>	<p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p>	<b>Directors’ power to fill casual vacancies.</b>
		<b>Sitting Fees.</b>
<b>131.</b>	<p>Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.</p>	
<b>132</b>	<p>The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.</p>	<b>Travelling expenses Incurred by Director on Company's business.</b>

<p align="center"><b>PROCEEDING OF THE BOARD OF DIRECTORS</b></p>		
133	<p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	<p><b>Meetings of Directors.</b></p>
134	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	<p><b>Chairperson</b></p>
135	<p>Questions arising at any meeting of the Board of Directors shall be</p>	
	<p>decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.</p>	<p><b>Questions at Board meeting how decided.</b></p>
136	<p>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or</p> <p>director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p>	<p><b>Continuing directors may act notwithstanding any vacancy in the Board</b></p>
137	<p>Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to</p>	<p><b>Directors may appoint committee.</b></p>
	<p>time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.</p>	
138	<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</p>	<p><b>Committee Meetings how to be governed.</b></p>
139	<p>a) A committee may elect a Chairperson of its meetings.</p>	



<p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p> <p><b>140</b> a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	<p><b>Chairperson of Committee Meetings</b></p> <p><b>Meetings of the Committee</b></p>
<p><b>141</b> Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.</p>	<p><b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b></p>

<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
<p><b>142</b> Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date</p>	<p><b>Power to fill casual vacancy</b></p>

	<p>up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p> <p style="text-align: center;"><b>POWERS OF THE BOARD</b></p> <p><b>143</b> The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p> <p><b>144</b> Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say</p>	<b>Powers of the Board</b>
	<p>(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.</p>	<b>To acquire any property , rights etc.</b>
	<p>(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.</p>	<b>To take on Lease.</b>
	<p>(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.</p>	<b>To erect &amp; construct.</b>
	<p>(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the</p>	<b>To pay for property.</b>

	<p>Company and its uncalled capital or not so charged.</p> <p>(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.</p> <p>(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.</p> <p>(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.</p> <p>(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.</p> <p>(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.</p> <p>(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.</p>	<p><b>To insure properties of the Company.</b></p> <p><b>To open Bank accounts.</b></p> <p><b>To secure contracts by way of mortgage.</b></p> <p><b>To accept surrender of shares.</b></p> <p><b>To appoint trustees for the Company.</b></p> <p><b>To conduct legal proceedings.</b></p>
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(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or	<b>To determine signing powers.</b>
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits	<b>Commission or share in profits.</b>
	of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	
(17)	To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
(18)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures	

	<p>or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require</p>	<p><b>Transfer to Reserve Funds.</b></p> <p><b>To appoint and remove officers and other employees.</b></p>
	<p>security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p> <p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow</p>	

	moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules</b>
(23)	To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>

<p>(26) To redeem preference shares.</p> <p>(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.</p> <p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p> <p>(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p> <p>(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other</p>	<p>To redeem preference shares.</p> <p>To assist charitable or benevolent institutions.</p>
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	assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
	<p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p>	

	<p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
<b>145</b>	<p style="text-align: center;"><b>MANAGING AND WHOLE-TIME DIRECTORS</b></p> <p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term</p>	
	<p>not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<p><b>Powers to appoint Managing/ Wholetime Directors.</b></p>
<b>146</b>	<p>The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on</p>	<p><b>Remuneration of Managin g or Wholetime Director.</b></p>
	<p>profits of the Company, or by participation in any such profits, or by any, or all of these modes.</p>	
<b>147</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management</p>	<p><b>Powers and duties of Managin g Director or Whole-time Director.</b></p>
	<p>functions among such Directors and in any manner as may be directed by the Board.</p>	

	<p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p> <p><b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b></p> <p>148 a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p>	<p><b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b></p>
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	<p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>	
	<p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	
	<p style="text-align: center;"><b>THE SEAL</b></p>	
149	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<p><b>The seal, its custody and use.</b></p>
150	<p>The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>	<p><b>Deeds how executed.</b></p>
	<p style="text-align: center;"><b>Dividend and Reserves</b></p>	
151	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in</p>	
	<p>respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p>	<p><b>Division of profits.</b></p>
	<p>(2) No amount paid or credited as paid on a share in advance of calls shall be share. treated for the purposes of this regulation as paid on the</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	
152	<p>The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the</p>	<p><b>The company in General Meeting may declare</b></p>

	provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>Dividends.</b>
<b>153</b>	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>155</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any	<b>Dividends in proportion to amount paid-up.</b>
	share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	
<b>158</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles</b>
<b>159</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>

	<p><b>160</b> A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.</p> <p><b>161</b> Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.</p> <p><b>162</b> a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p><b>163</b> Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.</p> <p><b>164</b> No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.</p>	<p><b>Effect of transfer of shares.</b></p> <p><b>Dividend to joint holders.</b></p> <p><b>Dividends how remitted.</b></p> <p><b>Notice of dividend.</b></p> <p><b>No interest on Dividends.</b></p>
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<b>165</b>	<p style="text-align: center;"><b>CAPITALIZATION</b></p> <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization</b>
<b>166</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p>	<b>Fractional Certificates.</b>
	<p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p>	



	<p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p> <p>167 (1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<p><b>Inspection of Minutes</b></p> <p><b>Books of General</b></p> <p><b>Meetings.</b></p>
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Sr. No	Particulars	
	<p><b>168</b> a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>(b) <b>No member</b> (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p> <p style="text-align: center;"><b>FOREIGN REGISTER</b></p> <p><b>169</b> The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.</p> <p style="text-align: center;"><b>DOCUMENTS AND SERVICE OF NOTICES</b></p> <p><b>170</b> Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.</p> <p><b>171</b> Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.</p> <p style="text-align: center;"><b>WINDING UP</b></p> <p><b>172</b> Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part</p>	<p><b>Foreign Register.</b></p> <p><b>Signing of documents &amp; notices to be served or given.</b></p> <p><b>Authentication of documents and proceedings.</b></p>

	<p>of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p> <p style="text-align: center;"><b>INDEMNITY</b></p>	
173	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	<p><b>Directors' and others right to indemnity.</b></p>
174	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p> <p style="text-align: center;"><b>SECURITY</b></p>	<p><b>Not responsible for acts of others</b></p>
175	<p>(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the</p>	<p><b>Secrecy</b></p>

	<p>accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p> <p>(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	<p><b>Access to property information etc.</b></p>

## SECTION X – 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 the Draft Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the Registered Office of our Company located Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad-380005, India from date of filing the Draft Prospectus with ROC till the Issue Closing Date.*

#### Material Contracts

- 1) Memorandum of Understanding dated January 30, 2019 between our Company to the Lead Manager to the Issue.
- 2) Agreement dated January 10, 2019 between our Company and the Registrar to the Issue
- 3) Underwriting Agreement dated January 30, 2019 between our Company, the Lead Manager, the Market Maker and Underwriter.
- 4) Market Making Agreement dated January 30, 2019 between our Company, Lead Manager and Market Maker.
- 5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated [●].
- 6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated [●].
- 7) Public Issue Account Agreement dated [●] signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) 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) Copy of resolution passed at the meeting of the Board of Directors of our Company dated December 19, 2018 authorizing the Fresh Issue of Equity Shares.
- 3) Copy of special resolution of the shareholders passed at the ExtraOrdinary General Meeting dated January 18, 2018 authorizing the Fresh Issue of Equity Shares.
- 4) Copy of resolution passed at the Board Meeting held on November 03, 2017 for fixing the term of appointment and the remuneration of, Mr. Dharendra Gautam Chopra, Managing Director.
- 5) Copy of Certificate from the Auditors of the Company, M/s Chopra Shah & Associates, Chartered Accountants dated February 09, 2019 regarding the Eligibility of the Issue.
- 6) Copy of Letter dated February 09, 2019 issued by Peer review Auditor to the Company, M/s J. Vageriya & Associates, Chartered Accountants detailing the Tax Benefits.
- 7) Independent Audit Report and Restated Financial Statements for the Financial Year ended as on March 31, 2018, 2017, 2016 and for the eight months period ended on November 30, 2018 of our Company, issued by the Independent Auditor to the Company (Peer Reviewed Auditor), M/s J. Vageriya & Associates, Chartered Accountants dated February 09, 2019 included in the Draft Prospectus.
- 8) Copies of Annual reports of the Company for the years ended March 31, 2018, 2017 and 2016.

- 9) Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the Legal Advisor to the Issue, Advisor to the company, Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.
- 10) Copy of Board Resolution dated February 14, 2019 for approval of Draft Prospectus and dated [●] for approval of Prospectus.
- 11) Copy of approval from NSE vide letter dated [●], to use the name of BSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.
- 12) Legal Due diligence Report dated February 08, 2019, issued by Samvitti Legal.
- 13) Due Diligence Certificate from Lead Manager dated February 14, 2019 filed with NSE and dated [●] filed with SEBI.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the regulations 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 this Draft Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified), 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 statements in this Draft Prospectus are true and correct.

### SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY

Name of the Directors	Signature
Mr. Dharendra Gautam Chopra DIN : 06473774	Sd/- _____
Mrs. Kavita Dharendra Chopra DIN : 06473785	Sd/- _____
Mr. Pranay Harakchand Jain DIN : 07891715	Sd/- _____
Mrs. Chetan Damji Sanghoi DIN : 00645226	Sd/- _____
Mr. Hemen Hirenkumar Joshi DIN : 02706938	Sd/- _____
Mr. Alpesh Bhailalbhai Gandhi DIN : 07730487	Sd/- _____

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mr. Sandeep Preethviraj Tailor	Sd/- _____
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### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Keerti Laxman Lachhwani	Sd/- _____
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PLACE: Ahmedabad

DATE: February 14, 2019



# AnnexureA

## Format for Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

TABLE1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup>	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup>	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup>
1	Looks Health Services Limited (Formerly known as Monarch health Services Limited)	12.00	40.00	30-05-2012	42.00	29 <sup>th</sup> June, 2012 – Rs.40.25 -4.17%, [+6.85%]	28 <sup>th</sup> Aug, 2012- Rs.40.25 -4.17, [+8.09%]	26 <sup>th</sup> Nov, 2012- Rs.83.00 +97.62%, [+13.64%]
2	VCU Data Management Limited	18.75	25.00	23-10-2013	36.25	22 <sup>th</sup> Nov, 2013- Rs.34.40 -5.1%, [-2.65%]	21 <sup>st</sup> Jan, 2014- Rs.28.15 +22.34%, [+2.33%]	21 <sup>st</sup> April, 2014- Rs.27.00 -25.52%, [+9.62%]
3	SPS Finquest Limited	25.08	75.00	03-06-2014	78.00	3 <sup>rd</sup> July, 2014- Rs.78.90 +1.15%, [+3.88%]	31 <sup>st</sup> Aug, 2014- Rs.77.00 -1.28%, [+7.16%]	29 <sup>th</sup> Nov, 2014- Rs. 83.00 +6.41%, [+15.43%]
4	Relstruct Buildcon Limited	23.35	50.00	05-04-2017	50.00	5 <sup>th</sup> May 2017- Rs.36.00 -28%, [-0.39%]	4 <sup>th</sup> July 2017- Rs.39.00 -22%, [+4.12%]	2 <sup>nd</sup> October 2017- Rs.35.40 -29.2%, [+4.37%]
5	Felix Industries Limited	4.78	35.00	05-12-2017	35.50	4 <sup>th</sup> January 2018- Rs.35 -1.4%, [+3.82%]	5 <sup>th</sup> March 2018- Rs.32 -9.86%, [+2.38%]	3 <sup>rd</sup> June 2018- Rs.27.45 -22.68%, [+5.71%]
6	Bombay Super Hybrid Seeds Limited	10.39	60.00	25-04-2018	60.00	25 <sup>th</sup> May 2018- Rs.105 +75%, [+0.33%]	24 <sup>th</sup> July 2018- Rs. 125 +108.33%, [+5.33%]	22 <sup>nd</sup> October 2018- Rs.132 +120%, [-3.08%]
7.	Aakash Exploration Services Limited	10.08	56.00	27-04-2018	55.75	27 <sup>th</sup> May 2018- Rs.44 -21.08%, [-0.81%]	26 <sup>th</sup> July 2018- Rs. 35 -37.22%, [+4.44%]	24 <sup>th</sup> October 2018- Rs.28 -49.77%, [-4.37%]
8	Milestone Furniture Limited	14.84	45.00	21-05-2018	45	20 <sup>th</sup> June 2018- Rs.34 -24.44%, [+1.94%]	19 <sup>th</sup> August 2018- Rs. 35 -22.22%, [+9.62%]	17 <sup>th</sup> November 2018- Rs. 19.25 -57.22%, [+3.3%]

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup>	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup>	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup>
9	Arihant Institute Limited	7.50	30.00	05-06-2018	29.95	5 <sup>th</sup> July 2018- Rs.31.10 +3.84%, [+1.92%]	3 <sup>rd</sup> September 2018- Rs. 29.90 -0.17%, [+9.77%]	2 <sup>nd</sup> December 2018- Rs. 23.90 -20.2%, [+3.7%]
10	Dangee Dums Limited	20.06	74.00	03-09-2018	89.9	3 <sup>rd</sup> October 2018- Rs. 204 +126.92%, [+31.51%]	2 <sup>nd</sup> December 2018- Rs. 210 +133.59%, [-6.25%]	--
11	Kshitij Polyline Limited	8.75	35.00	08-10-2018	35.5	7 <sup>th</sup> November 2018- Rs. 33.25 -6.34%, [+1.76%]	6 <sup>th</sup> January 2018- Rs. 30 -15.49%, [+3.66%]	--

**TABLE2: SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. of IPOs	Total Amount of funds raised (Rs. Cr.)	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 days from listing			No. of IPOs trading at premium-180 <sup>th</sup> calendar days 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%
2012-13	1	12.00	0	0	0	0	0	1	0	0	0	1	0	0
2013-14	1	18.75	0	0	0	0	1	0	0	0	0	0	0	1
2014-15	1	25.08	0	0	0	0	0	1	0	0	0	0	0	1
2017-18	2	28.13	0	1	0	0	0	1	0	1	1	0	0	0
2018-19	6	71.62	0	0	3	2	0	1	1	1	1	1	0	0

- Dangee Dums Limited was listed on 03<sup>rd</sup> September 2018 therefore the data for 180<sup>th</sup> calendar day for Dangee Dums Limited has not been incorporated in the above table as it is not available.
- Kshitij Polyline Limited was listed on 08<sup>th</sup> October 2018 therefore the data for 180<sup>th</sup> calendar day for Kshitij Polyline Limited has not been incorporated in the above table as it is not available.

**Notes:**

- The opening price is based on the date of listing.
- BSE SENSEX and NSE NIFTY has been considered as the Benchmark Index.

- c) Prices on BSE / NSE is considered for all the above information.
- d) In case 30th / 90th / 180th day is not a trading day, closing price on BSE / NSE of the previous trading day has been considered.
- e) In case, on 30th / 90th / 180th day, scrip are not traded, then the previous trading price has been considered.
- f) As per SEBI Circular no. CIR/CFD/DIL/7/2015 dated October 30, 2015 the above table should disclose maximum 10 Public Issues handled by us during the last three Financial Year including the current financial year. Hence, disclosure pertaining to recent Public Issues are only provided.

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/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, is mentioned below and the same is available on the website of the Lead Manager at [www.mnclgroup.com](http://www.mnclgroup.com)