



DAPS ADVERTISING LIMITED

Corporate Identification Number: - U51109UP1999PLC024389

Our Company was originally incorporated as Private Limited Company under the provisions of Companies Act, 1956 in the name of "DAPS Advertising Private Limited" vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from "DAPS Advertising Private Limited" to "DAPS Advertising Limited" vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389.

Registered Office: 128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh-208001, India.

Tel No: +91-512-2302770 | **E-mail:** cs@dapsadvertising.com | **Website:** www.dapsadvertising.com

CONTACT PERSON: MS. ROSY KANAUIA (COMPANY SECRETARY & COMPLIANCE OFFICER)

PROMOTERS OF OUR COMPANY: MR. AKHILESH CHATURVEDI, MR. DHARMESH CHATURVEDI AND MR. PARESH CHATURVEDI



THE ISSUE	
INITIAL PUBLIC ISSUE OF UP TO 17,04,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF DAPS ADVERTISING LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO [●] LAKHS ("ISSUE") OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR A CASH PRICE OF [●] PER EQUITY SHARE, AGGREGATING TO [●] 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 [●] EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF [●] PER EQUITY SHARE AGGREGATING TO [●] LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE UP TO 32.90% AND [●], 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 OF THIS DRAFT PROSPECTUS.	
THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS [●]. 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, 2009 (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 43(4) OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE RELATED INFORMATION" BEGINNING ON PAGE 224 OF THIS DRAFT PROSPECTUS.	
In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 233 of this Draft Prospectus. A copy will 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 233 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 (will be determined and justified by our Company in consultation with the Lead Manager as stated under the paragraph 'Basis for Issue Price' on page 75 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 14 of this Draft Prospectus.	
ISSUER'S ABSOLUTE RESPONSIBILITY	
Our Company have 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"). Our Company has received an 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 National Stock Exchange of India Limited.	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 Hem Securities Ltd HEM SECURITIES LIMITED 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel. No.: +91- 022- 4906 0000 Fax No.: +91- 022- 2262 5991 Website: www.hemsecurities.com Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Contact Person : Mr. Anil Bhargava SEBI Regn. No. INM000010981	 BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai 400059, India Tel No.: +91-022-62638200 Fax No.: +91-022-62638299 Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bighareonline.com Contact Person: Mr. Ashish Bhope SEBI Regn. No.: INR000001385
ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSE ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company” and “Main Provisions of Articles of Association” beginning on pages 77, 143 and 273 respectively, shall have the meaning ascribed to such terms in such sections.

Unless the context otherwise indicates, all references to “the Company”, “our Company”, “the Issuer”, “we”, “us” and “our” are references to DAPS Advertising Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at 128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh -208001, India and “you”, “your” or “yours” refer to Prospective investors in this Issue.

Company related terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of DAPS Advertising Limited as amended from time to time.
Auditors/ Statutory Auditors	The Statutory Auditor of our Company being M/s Kedia Gupta & Associates, Chartered Accountants.
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 Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015.
Bankers to the Company	Central Bank of India and Kotak Mahindra Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ Our Management ” beginning on page 117 of this Draft Prospectus.
CIN	Corporate Identification Number
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Paresh Chaturvedi
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Rosy Kanaujia
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company as appointed from time to time, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
GIR Number	General Index Registry Number.
Group Companies	The word “Group Companies”, wherever it occur, shall include such companies as



	covered under the applicable accounting standards and also other companies as considered material by the board of the issuer in its materiality policy and as disclosed in the chapter “Our Group Companies” on page 137 of this Draft Prospectus.
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016.
IFRS	International Financial Reporting Standards.
Independent Director	An Independent Director as defined under Section 149 (6) of the Companies Act, 2013 and the Listing Regulations.
ISIN	International Securities Identification Number. In this case being INE975Z01012
IT Act	The Income Tax Act, 1961 as amended till date.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and as defined under Section 2(51) of Companies Act, 2013. For details, see section entitled “Our Management” on page 117 of this Draft Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 28, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations
MOA / Memorandum / Memorandum of Association	Memorandum of Association of DAPS Advertising Limited as amended from time to time.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation 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.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
Peer Review Auditor	Auditor having a valid Peer Review certificate in our case being M/s Mansaka Ravi & Associates, Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, limited liability Partnership, 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.
Promoters	Shall mean promoters of our Company i.e. Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi. For further details, please refer to section titled “Our Promoters & Promoter Group” beginning on page 131 of this Draft Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations as enlisted in the section “Our Promoters and Promoters Group” beginning on page 131 of this Draft Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh -208001, India.
Restated Financial Statements	The financial statements of our Company’s assets and liabilities as at March 31, 2018, 2017, 2016, 2015 & 2014 and the statements of profit and loss and cash flows for the years ended March 31, 2018, 2017, 2016, 2015 & 2014 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Revised Guidance Note on Reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexure thereto
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
RoC/ Registrar of Companies	Registrar of Companies, Kanpur
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI



/ICDR Regulation/ Regulation	on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The 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 Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Regulation 20 of the SEBI (LODR) Regulations and Companies Act, 2013.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited

Issue Related Terms

Terms	Description
Allotment/Allot/Allotted	Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
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
Allottee (s)	The successful applicant to whom the Equity Shares are allotted
Applicant/ Investor	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 the Equity Shares of our Company in terms of Draft Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	Account maintained by the Applicant/Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the Applicant/Investor.
ASBA Application Location (s)/ Specified Cities	Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]



Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “Issue Procedure – Basis of Allotment” on page 264 of the Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the name and contact details of the Registered Brokers are available on the website of the Stock Exchange
BSE	BSE Limited
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the Bidders’ father/husband, investor status and occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
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. www.nseindia.com
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of the Draft Prospectus
Designated Intermediaries/Collecting Agent	An SCSB’s with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	[●]
Designated Stock Exchange	National Stock Exchange of India Limited (SME Exchange) (“NSE EMERGE”)
DP	Depository Participant
DP ID	Depository Participant’s Identity number
Draft Prospectus	Draft prospectus dated September 28, 2018 issued in accordance with Section 26 of the Companies Act, 2013.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value ₹10.00 each



Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs 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 Draft Prospectus constitutes an invitation to purchase the Equity Share Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
HSL	Hem Securities Limited.
IPO	Initial Public Offering.
Issue/Public Issue/Issue size/Initial Public Issue/ Initial Public Offer/Initial Public Offering/ IPO	The Public Issue of up to 17,04,000 Equity shares of ₹ 10/- each at issue price of ₹[●] per Equity share aggregating to ₹[●]
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs [●] per equity share.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” at page 69 of the Draft Prospectus
LM/ Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Listing Agreement/ Equity Listing Agreement	The Listing Agreement to be signed between our Company and National Stock Exchange of India Limited (NSE).
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE. In our case [●] is the sole Market Maker
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker, [●]
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of [●] each aggregating to Rs. [●] Lakh to be subscribed by Market Maker in this issue.
MOU/ Issue Agreement	The Issue Agreement dated September 27, 2018 between our Company and Lead Manager
Mutual Funds	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 [●] equity Shares of ₹10 each at a price of [●] per Equity Share (the “Issue Price”) aggregating to [●] lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 69 of this Draft Prospectus.
Non-Institutional Investors / Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-



NSE	National Stock Exchange of India Limited
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The prospectus to be filed with the ROC in accordance with the provisions of Section 26 of the Companies Act, 2013 containing, <i>inter alia</i> , the Issue Price which will be determined before filing the Prospectus with ROC.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; 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 ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; 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, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Bigshare Services Private Limited
Registrar Agreement	The agreement dated March 26, 2018, entered into 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.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/content/cat_of_mem.htm
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s)
Registrar and Share Transfers Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Location in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time
Self Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available



	http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
SME Exchange	Emerge Platform of National Stock Exchange of India Limited
SEBI(PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriters	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated [●] between the Underwriters [●] and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended from time to time
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Day	Any day, other than second and fourth Saturday of the month or Sunday or a public holiday, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Related Terms

Term	Description
Ad/Ads	Advertisements
DAVP	Directorate of Advertising and visual Publicity, Government of India
DIPR	Department of Information and Public Relation
FMCG	Fast-moving consumer goods
FM	Frequency Modulation
INS	Indian Newspaper Society
MCA	Ministry of Corporate Affairs
MSME	Micro, Small and Medium Enterprises
PR	Public Relation
POL	Petroleum, Oil, & Lubricants
TV	Television

Abbreviations

Abbreviation	Full Form
₹ / Rs./ Rupees/ INR	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
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. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE
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
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ Policy	EXIM 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 be an intermediary in terms of the provisions of the SEBI Act,1992.
FTA	Foreign Trade Agreement.
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
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
HNI	High Net Worth Individual
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
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
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
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
NSE	National Stock Exchange of India Limited



NOC	No Objection Certificate
NSDL	National Securities Depository Limited
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
Registration Act	Registration Act, 1908
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
SME	Small and Medium Enterprises
SCSB	Self Certified syndicate Banks
SEBI	Securities and Exchange Board of India
SICA	Sick Industrial Companies (Special provision) Act, 1985, as amended from time to time
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
VAT	Value Added Tax
VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from

The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “**Main Provisions of the Articles of Association**”, “**Statement of Tax Benefits**”, “**Industry Overview**”, “**Key Industry Regulations and Policies**”, “**Financial Information of the Company**”, “**Outstanding Litigation and Material Developments**” and “**Part B of Issue Procedure**”, will have the meaning ascribed to such terms in these respective sections.



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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Draft Prospectus to “India” are to the Republic of India and all references to “USA”, “U.S.” and “United States” are to the United States of America together with its territories and possessions.

Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from the restated financial statements of our Company prepared for the financial year ended 2018, 2017, 2016, 2015 and 2014 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled ***“Financial Information of the Company”*** beginning on page 143 of this Draft Prospectus. Our Company does not have a subsidiary. Accordingly, financial information relating to us is presented on Standalone basis. Our fiscal year commences on April 1st of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP and the International Financial Reporting Standards (“IFRS”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** and elsewhere in the Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled ***“Financial Information of the Company”*** beginning on page 143 of this Draft Prospectus.

Currency of Financial Presentation

All references to “Rupees” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’. Except where specified, including in the section titled ***“Industry Overview”*** throughout the Draft Prospectus all figures have been expressed in thousands, Lakhs/Lacs, Million and Crore.

The Draft Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operation”*** on pages 14, 100 and 184 respectively of this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

Industry & Market Data

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained and derived from CRISIL Report titled “Print Advertising in India”. 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. Accordingly, no investment decision should be made on the basis of this information. Although, we believe that the industry and market data used in this Draft Prospectus is reliable, neither we nor the LM nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled ***"Risk Factors – This Draft Prospectus contains information from an industry report which we have commissioned from CRISIL"*** beginning on page 21 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information.

Further, in this regard, CRISIL Research has issued the following disclaimer: CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company covered in the Report and no part of this report should be construed as an expert advice or an investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of foregoing, nothing in the report is to be construed as CRISIL providing or intending to provide any service in jurisdiction where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regards. CRISIL Research operates independently of and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL's prior written approval.



FORWARD LOOKING STATEMENTS

This Draft Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Prospectus which contain words or phrases such as “will”, “aim”, “is likely to 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, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
2. Our ability to attract and retain qualified personnel;
3. General social and political conditions in India which have an impact on our business activities or investments;
4. Market fluctuations and industry dynamics beyond our control;
5. Occurrence of Environmental Problems & Uninsured Losses;
6. Our ability to successfully implement our growth strategy and expansion plans ;
7. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
8. Conflicts of interest with affiliated companies, the promoter group and other related parties;
9. The performance of the financial markets in India and globally;
10. Changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
11. Developments affecting the Indian economy; and
12. Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements

For further discussion of factors that could cause our actual results to differ, see the Section titled ***“Risk Factors”***; ***“Our Business”*** & and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on page 14, 100 and 184 respectively of the Draft Prospectus.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

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



SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 100 and 184 respectively, as well as the other financial and statistical information contained in this Draft Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.

This Draft Prospectus 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 certain factors, including the considerations described below and elsewhere in this Draft Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 14 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 184 respectively of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of the Company" prepared in accordance with the Accounting Standards issued by ICAI.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future

INTERNAL RISK FACTORS

- 1. We derive a significant portion of our revenue from our print media advertisement business, which is dependent on newspaper industry and any event negatively affecting the newspaper industry could have a material adverse effect on our business, results of operations, financial condition and prospects.**

We derive a significant portion of our revenue from print media advertisement business. For the financial year 2018, 2017 and 2016, our revenue from our print media advertisement business was Rs. 2316.72 lakhs, Rs. 1945.92 lakhs and Rs. 2,018.40 lakhs which constituted 81.19%, 89.79% and 88.71% of our revenue from operations respectively. In the event of any downturn or cyclical fluctuation in the newspaper industry on account of factors, including but not limited to growth in online news media or emergence of any new platform leading to migration of readers from newsprint to online news sources, can heavily affect our revenue from print media business, as our clients will prefer to choose online platform over newspapers for advertisement needs.



Accordingly, any reduction in newspaper advertising spending by our customers can adversely affect our business, results of operations, financial conditions and prospects.

2. *Any change in business environment of our clients may force them to trim down the marketing of their products/ services through advertising, which can adversely affect our business and results of operations.*

Any change in business environment of our clients may force them to trim down the marketing of their products/ services through advertising. Any such event may lead to reduction in current and prospective business from such clients which may adversely affect the business of our Company. In addition, we provide credit to our clients and do not receive all advertising revenues upfront. We have in the past and may in the future, experience defaults and delays in payments due by our clients. Further, in the event of an economic slowdown, spending with respect to marketing and advertisements may often be reduced and the media agencies may pressurize us to reduce our commission rates, which could adversely impact our business, results of operations, financial condition and prospects.

3. *Advertising business is dependent on availability of space or sites for publishing of ads or displaying the hoardings with the media agency. Any significant increase in the prices of such ad space or sites or non-availability of such ad space or sites may adversely affect our business and results of operations.*

Our main requirement for advertisement in the print media, electronic media and outdoor media is dependent on the availability of ad space in that particular media such as availability of particular space in newspapers or spot time in broadcasting radio stations or availability of space at particular hoarding sites on which client wants to publish/display the advertisements. We procure these spots, spaces or sites on rents/ lease from respective publication houses, radio stations and agencies, whenever there is a requirement. As on date of Draft Prospectus, we do not have any long term tie up or have not entered into any agreements with any such agencies. Any non-availability of these space/sites for whatever reason, could adversely affect our sales and profitability. Further, any price volatility of these space/sites and our inability to adjust to the same could adversely affect results of our operations and profitability.

4. *We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of any of these customers may have a material adverse effect on our profitability and results of operations.*

We depend on certain customers who have contributed to a substantial portion of our total revenues. In the aggregate, our top ten customers accounted for approximately 81.11% of our revenue from operations for the year ending March 31, 2018. We do not enter into any long term contracts with our Customers, thus there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. The loss of any key customer, may significantly affect our revenues, and we may have difficulty securing comparable levels of business from other customers to offset any loss of revenue from the loss of any of our key customers including our largest customer or even our top ten customers.

Further, to sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us. As our industry matures and competitors introduce lower cost or differentiated products or services, our ability to sell our services could be impaired. We may reach a point of saturation where we cannot continue to grow our revenue from existing customers because of, among other things, internal limits that they may place on their advertising budgets for digital media, particular digital marketing campaigns, local advertising or a particular provider. If we are unable to attract new customers or obtain new business from existing customers, our revenue, growth and business will be adversely affected.

5. *Our company has not complied with certain statutory provisions of the Companies Act. Such non-compliance may attract penalties and prosecution against our Company and its Directors which could impact the financial position of us to that extent.*

Our Company has not complied with certain statutory provisions under the Companies Act 1956 /2013 such as:-

- There has been certain instances where the forms have been filed belatedly by our Company with the Registrar for which delayed fees has been paid by us. For instance, Our Company has made delay of 874 days in reporting of Registration of Charge to Registrar in respect of Vehicle loan taken from Kotak Mahindra Prime Limited on September 30, 2015 of Rs. 6



Lakhs for which the application for Condonation of Delay was made by our Company to Regional Director, Northern Region, Ministry of Corporate Affairs and same was allowed vide order dated April 24, 2018 with a penalty of Rs. 12,800/-. Similarly, Our Company has made delay of 375 days in reporting of registration of Charge in respect of Vehicle loan taken from Toyota Financial Services India Limited on January 01, 2017 of Rs. 15 Lakhs for which the application for Condonation of Delay was made by our Company to Regional Director, Northern Region, Ministry of Corporate Affairs and same was allowed vide order dated April 24, 2018 with a penalty of Rs. 7,800/-. Further, Our Company has made an application for condonation of delay for filing E-form 27 with Registrar with respect to conversion of Company from Private Limited to Public Limited, for which order was received from MCA on September 07, 2018 and the said order was registered with Registrar vide E form INC-28 and received the fresh certificate of Incorporation pursuant to conversion from Private Limited to Public Limited Company dated September 20, 2018.

- In terms of Section 129(1) of the Companies Act, 2013, Our Company has not complied with some accounting standards in the past such as AS-15, AS-18 and AS-22. However, now the Company has made necessary compliance in the restated financial statements. Further, there was clerical error in disclosure of amount of Paid up Share Capital in the audited Balance Sheet of our Company for F.Y. 2012-13, as the 6000 shares allotted on August 31, 2012 has been shown in ***“Share Application money pending allotment”*** instead of ***“Paid up Share Capital”***.
- Our Company in the past has inadvertently advanced loan to certain related entities which is non compliance of Section 185 of the Companies Act, 2013. However, the said loan has been received back by our Company and there are no such advances outstanding as on March 31, 2018, which is in contravention to the said provision.
- There has been some clerical errors in the Annual Returns filed by our Company in the past years for instance in the Annual Return of F.Y. 2012-13, the details regarding share transfers during the said period were not shown. Further, we have not made disclosure regarding deposits taken from directors in the Board report as required under MCA notification dated 15.09.2015 and Companies (Acceptance of Deposits) Rules, 2014 in the past years.
- Transfer deeds for the share transfers taken place in August 2012 are not traceable by us. Information in relation to such transfers have been disclosed in the section titled “Capital Structure” in this Draft Prospectus, based on information in our statutory registers and Minutes, we may not be able to furnish any further documents in this regard.
- There has been certain ROC Forms which has not been filed by us for instance Form 66 (Compliance certificate) for FY 2012-13 was not filed by our Company. Further, in the past, we have not fully complied with Section 12(3) of the Companies Act, 2013, in respect of disclosure of CIN on official communications, however the same has now been complied.

Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company, in which event the financials of our Company shall be affected.

6. *There are certain outstanding legal cases involving our Group Companies in respect of criminal matters and TDS defaults. Any adverse decision in these legal cases may have an adverse effect on the reputation of our Company, which can materially affect our business and financial conditions.*

There are certain outstanding legal cases involving our Group Companies in respect of criminal matters and TDS defaults. Any adverse decision in these legal cases may have an adverse effect on the reputation of our Company, which can materially affect our business and financial conditions. A brief detail of such outstanding litigations as on the date of this Draft Prospectus is as follows:

Litigation/ Matters filed against our Group Companies:-

Nature of Cases	No. of Outstanding Cases	Amount involved (Rs. in lakhs)
Criminal Cases	2	Unascertainable*
Income Tax (TDS Defaults)	2	0.76

*Out of the two criminal cases, documents with respect to one case, are not available with us.



For details please refer chapter titled “*Outstanding Litigations and Material Developments*” on page 202 of this Draft Prospectus.

7. *Litigation liability with respect to criminal case against our Group Company, Goldstar Tele Network Private Limited cannot be ascertained by us due to incomplete information.*

As per the information available on the official website of district courts (<https://districts.ecourts.gov.in/>), a criminal complaint numbering 90/2018 dated 15.01.2018 has been filed by Tata Sky Limited against Goldstar Tele Network Private Limited and others namely, Mr. Anurag Kumar Aggarwal, Mr. Dharmesh Chaturvedi, Mr. Kumar Akshay and Mr. Anshul Kumar Bansal under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881 in the Chief Metropolitan Magistrate, Esplande Court, Mumbai and the next date of hearing in this matter is 29.11.2018. However, the documents relating to the said case are not available with our Group Company, Goldstar Tele Network Private Limited, in the absence of which, we are unable to determine the amount of liability against the Group Company under the said matter.

8. *We are dependent on third parties for requirements relating to publishing of advertisements and designing of creative advertisements. Any disruption in continuous supply of such services may affect our business operations and profitability.*

Our Company uses services of third party media agencies such as newspaper & magazine publication houses, creative ad designers, brochure & leaflet printers, outdoor agencies for fulfillment of advertisement needs of our clients. Our top ten suppliers constituted almost 82% of the total operational expenses for the year ended March 31, 2018. Any disruption in continuous supply of these services due to any reason may have an adverse impact on our business operations and financial conditions. Further, we have not entered into any agreements with such third parties. Thus, any dispute or delay in getting the work done or any non performance of the work by any of the above parties could result into dispute with the clients which could have a material adverse effect on our business, goodwill, results of operations and financial condition.

9. *We do not own the Registered Office of our Company through which we carry out our business activities. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations*

The Registered Office of our Company is taken on rent from Mrs. Sudha Chaturvedi vide Rent agreement dated February 19, 2018 for a period of 11 months. For details on the rent amount, please refer to Chapter titled “*Our Business*” beginning on page 100 of this Draft Prospectus. In the event that the existing rent agreement is terminated or is 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.

10. *Our Company operates under several statutory and regulatory approvals in respect of our operations. Failure to obtain or maintain licenses, registrations and approvals may affect our business and results of operations.*

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant registration and approvals for doing our business. The approvals and registrations obtained by us may contain conditions, some of which could be onerous. While we believe that we have obtained the requisite number of approvals and registrations from the relevant authorities. Furthermore, we cannot assure you that such approvals and registrations issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals and registrations that has been or may be issued to us may affect our business and results of operations. Additionally, pursuant to conversion into limited Company, the name of our Company has been changed from “DAPS Advertising Private Limited” to “DAPS Advertising Limited” subsequently to which we need to apply for change in name in all our registrations and statutory approvals which are in previous name of our Company.

While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals and registrations, which are pending to be obtained by our Company or are, pending renewal, see “*Government and Other Approvals*” on page 207 of this Draft Prospectus.



11. *We are dependent on our Promoters, our senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.*

Our performance depends largely on the efforts and abilities of our senior management and other key personnel, including our Promoters Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi. Our Promoters have rich experience of over two decades in this line of business and have over the years built relations with publication houses, third party service providers, customers, regulators and other persons who are connected with us and have been actively involved in the day to day operations of the Company. Further, we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for the development of our business and operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see ***“Our Management”*** on page 131 of this Draft Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all.

We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

12. *Trade receivables form a major part of our current assets and net worth. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.*

Our Company's business is working capital intensive as trade receivables form a major part of our current assets and net worth. The results of operations of our business are dependent on our ability to effectively manage our trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

13. *Conflicts of interest may arise out of common business objects between our Company and Group Companies/Promoter Group.*

Our Promoter Group, M/s Vee Communication and Our Group Companies, namely, Nett Value Media Private Limited and Kriya Communications Private Limited are engaged in the similar line of business as of our Company. Conflicts may arise in the ordinary course of decision-making by the Promoters or Board of Directors. Conflicts of interests may arise in the Promoters' allocating or addressing business opportunities and strategies among our Company and Group Companies in circumstances where our respective interests diverge. In cases of conflict, there can be no assurance that our Promoters will not favour their own interests over those of our Company. Our Promoters have not signed any non-compete agreement with our Company as of date. Any such present and future conflicts could have an effect on our business, reputation, financial condition and results of operations.

For further details, please refer chapter titled ***“Our Promoters and Promoter Group”*** and ***“Our Group Companies”*** beginning on page 131 and 137 of this Draft Prospectus.

14. *Our Company's insurance coverage may not be adequate to protect us against all material hazards which may results in disruptions of operations/ monetary loss on account of stoppage of work.*

Our Company has taken insurances pertaining to fire and burglary insurance for our office premises and vehicles. In case of any casualty, there can be no assurance that any claim under the insurance policies obtained by our Company will be honored fully/ in part on time. Further, we have not taken any insurance for the breakdown of electronic appliances and computers in our office premises or any risk cover for covering the losses against cash in transit. In the absence of requisite insurance policies as mentioned herein we may face unforeseen losses in the form of interrupted service cycle, loss of goodwill as well as loss of profits.



15. Our Company has taken unsecured loans that may be recalled by the lenders at any time.

Our Company has availed unsecured loans which may be called by lenders at any time. As on March 31, 2018 the unsecured loan amounting to Rs. 77.87 lakhs were due to lenders. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with any of our lenders. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled “**Statement of Financial Indebtedness**” beginning on page 181 of Draft Prospectus.

16. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.

Our Contingent liability as on March 31, 2018 was ₹ 45 Lacs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected. For more information, regarding our contingent liabilities, please refer “Note 23 – Contingent Liabilities in chapter titled “**Financial Information of the Company**” beginning on page 178 of this Draft Prospectus.

17. We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.

Our Company had reported certain negative cash flows from our operating activities, investing activities and financing activities in the previous years as per the restated financial statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Net Cash from/ used in Operating activities	140.02	14.10	30.34	122.85	-25.58
Net cash used in Investing activities	-7.68	-12.59	-15.09	-104.81	-0.55
Net cash from/used in Financing activities	-4.66	21.89	-18.00	-15.53	9.50

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further, please refer chapter titled “**Financial Information of the company**” beginning on page 143 of this Draft Prospectus.

18. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely

Our business requires significant amount of working capital and major portion of our working capital is utilized towards trade receivables. We have been sanctioned working capital limit (fund based) of ₹ 204.46 lakhs from Kotak Mahindra Bank Limited and Central Bank of India. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

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

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoters and the Promoter Group. Upon completion of the Issue, the Promoters and Promoter Group will own 33,58,900 Equity Shares, or up to 64.86% of our post-Issue Equity Share capital, assuming full subscription of the Issue. Accordingly, the Promoters and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these



stockholders. The interests of the Promoters and Promoter Group as the Company's controlling shareholders could conflict with the Company's interests or the interests of its other shareholders. We cannot assure you that the Promoters and Promoter Group will act to resolve any conflicts of interest in the Company's or your favour.

20. We are subject to certain restrictive covenants in debt facilities provided to us by our lenders.

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer to chapter titled **"Statement of Financial Indebtedness"** beginning on page 181 of this Draft Prospectus.

21. Our Company has in the past entered into related party transactions and may continue to do so in the future.

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties such as sales, purchase, payment of remuneration, etc. For details, please refer to the Statement of Related Party Transactions under chapter "Financial Information" beginning on page 153 of this Draft Prospectus. For further details in relation to our related party transactions, see **"Note 22 - Related Party Transactions – Restated Financial Statements"** on page 175 of this Draft Prospectus. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, including specific compliance requirements such as obtaining prior approval from audit committee, the board of directors and shareholders for certain related party transactions. There can be no assurance that such transactions, individually or in the aggregate, will not have a material effect on our financial condition and results of operations.

22. Our Promoters, Directors and Key Management Personnel have interest in our Company, other than reimbursement of expenses incurred or remuneration.

Our Promoters, Directors and Key Management Personnel can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement, or loans advanced and personal guarantee, provided by them for the Company, and benefits deriving from the directorship in our Company. Our Promoters are interested in the transactions entered into our Company and our Promoter Group. For further information, please refer to the chapters/section titled **"Our Business"**, **"Our Promoters and Promoter Group"** and **Note 22 - Related Party Transactions – Restated Financial Statements**, beginning on pages 100, 131 and 175 respectively of this Draft Prospectus.

23. Our Promoters/Directors have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters/Directors and thereby, impact our business and operations.

Mr. Akhilesh Chaturvedi, Promoter, Chairman and Whole Time Director, Mr. Dharmesh Chaturvedi, Promoter and Managing Director, Mr. Paresh Chaturvedi, Promoter, Whole Time Director and CFO have extended personal guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals or companies withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer to chapter titled **"Statement of Financial Indebtedness"** beginning on page 181 of this Draft Prospectus.



24. Our Group Company, namely, Kriya Communications Private Limited has incurred loss in the past, any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.

Our Group Company, Kriya Communications Private Limited has not actively carried any business operations in last three years from which it has earned revenue. The details of profit and loss of our Group Company in past years are as follows:

(Rs. in lakhs)

Particulars	Profit/ (Loss) for the year ended on		
	March 31, 2017	March 31, 2016	March 31, 2015
Kriya Communications Private Limited	5.67	(6.64)	10.53

Any operating losses by our Group Company could adversely affect the overall operations of the group and financial conditions. For more information, regarding the Companies, please refer chapter titled “*Our Group Companies*” beginning on page 137 of this Draft Prospectus

25. Any Penalty or demand raise by statutory authorities in future will affect the financial position of the Company.

Our Company is mainly engaged in business of advertising agency which attracts tax liability such as Goods and Service Tax and Income Tax though the Company has been depositing the appropriate taxes and required tax returns under above applicable Acts but any demand or penalty raised by concerned authorities in future for any previous year and current year may affect the operations and financial position of the Company.

26. Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus which may be lower than the Issue Price.

Our Company has made the following allotment of fresh Equity Shares to the members of our Company during past 12 months prior to the date of filing of Draft prospectus,

- Bonus Issue of 33,69,600 Equity Shares in the ratio of 32:1 to our existing Equity Shareholders vide Shareholders Special Resolution passed in Extra Ordinary General Meeting of the Company held on December 30, 2017 by capitalization of free reserves.

The Equity Shares allotted to the investors pursuant to this issue may be priced significantly higher due to various factors including better performance by the Company, better economic conditions and passage of time.

For details, please refer to section titled “*Capital Structure*” on page 49 of this Draft Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

27. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price.

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company, in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “*Risk Factors - Prominent Notes*” and “*Capital Structure*” beginning on pages 14 and 49 respectively of this Draft Prospectus.

28. 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.

The proposed fund requirement for our Working Capital requirements, as detailed in the section titled “*Objects of the Issue*” is to be 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 our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “*Objects of the Issue*” beginning on page 16 of this Draft Prospectus.



29. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.*

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

30. *This Draft Prospectus contains information regarding the industry in which we operate from CRISIL.*

This Draft Prospectus includes information that is derived from a report of CRISIL, pursuant to an engagement with our Company ("**CRISIL Report**"). Neither we, nor the LM, nor any other person connected with the Issue has verified the information in the CRISIL Report. CRISIL has advised us that while it has taken due care and caution in preparing the CRISIL Report, which is based on information obtained from sources that it considers reliable ("**Information**"), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The CRISIL Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that the assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Prospectus. Further, the CRISIL Report is not a recommendation to invest or disinvest in our Company. CRISIL disclaims any financial liability in case of any loss suffered on account of reliance on any information contained in the Report. Prospective Investors are advised not to unduly rely on the CRISIL Report only or extracts thereof as included in this Draft Prospectus, when making their investment decisions.

31. *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 are not 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 142 of this Draft Prospectus.

32. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.*

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could



result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

The Issue Price of our Equity Shares has been determined by Fixed Price method. The price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "**Basis for Issue Price**" beginning on page 75 of the Draft Prospectus. 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.

EXTERNAL RISK FACTORS

34. *Our business is dependent on the Indian economy.*

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

35. *Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.*

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.



36. *Natural calamities could have a negative effect on the Indian economy and cause our business to suffer.*

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determines their effect on the Indian economy. The erratic progress of a monsoon would also adversely affect sowing operations for certain crops. Further prolonged spells of below normal rainfall or other natural calamities in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of the Equity Shares.

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter **“Government and Other Approvals”** on page 207 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

38. *Financial instability in Indian financial markets could materially and adversely affect our results of operations and financial condition.*

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Any financial development in the countries in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Any adverse condition happening in the financial systems of other emerging markets may also affect the investors’ confidence in Indian Market which can cause increased volatility, in the Indian economy in general. Any worldwide financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy.

39. *Any changes in Government regulation about foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.*

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India if the sale does not meet the requirements of the RBI Circular dated October 4, 2004, as amended by circulars dated April 22, 2009 and May 4, 2010. Additionally, any person who seeks to convert Indian Rupee proceeds from such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or tax clearance certificate from the Indian income tax authorities. The RBI is required to approve the price at which the Equity Shares are transferred based on a specified formula and a higher price per share may not be permitted. The approval from the RBI or any other government agency may not be obtained on terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increases or limiting losses during periods of price declines.

40. *Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business.*

India’s sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, which are outside our control. Any adverse revisions to India’s credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available now. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.



41. Our performance is linked to the stability of policies and the political situation in India.

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian governments have pursued policies of economic liberalization and financial sector reforms. The current Government has announced its general intention to continue India's current economic and financial sector liberalization and deregulation policies. However there can be no assurance that such policies will be continued and a significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, prospects, financial condition and results of operations.

Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares as well. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

Prominent Notes:

1. Our Company was originally incorporated as Private Limited Company under the provisions of Companies Act, 1956 in the name of "DAPS Advertising Private Limited" vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from "DAPS Advertising Private Limited" to "DAPS Advertising Limited" vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389.
2. Public Issue of up to 17,04,000 Equity Shares of Face Value of ₹ 10/- each of DAPS Advertising Limited ("DAPS" or "Our Company" or "The Issuer") for Cash at a Price of ₹ [●]/- Per Equity Share (Including a Share Premium of ₹ [●] per Equity Share) ("Issue Price") aggregating to ₹ [●] Lacs, of which [●] Equity Shares of Face Value of ₹10/- each at a price of ₹ [●] each aggregating to ₹ [●] Lacs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion") and Net Issue to Public of [●] Equity Shares of Face Value of Rs. 10/- each at a price of ₹ [●] /- each aggregating to ₹ [●] Lacs (hereinafter referred to as the "Net Issue") The Issue and the Net Issue will constitute up to 32.90% and [●] respectively of the Post Issue paid up Equity Share Capital of Our Company.
3. The Net worth of our Company based on Restated Financial Statements as on March 31, 2018, March 31, 2017 and March 31, 2016 was Rs. 518.18 lacs, Rs. 398.02 lacs and Rs. 303.54 lacs respectively. For more information, see the section titled "**Financial Information of the Company**" beginning on page 143 of this Draft Prospectus.
4. The NAV / Book Value per Equity Share of our Company (after adjustment for bonus shares and split of shares), based on Restated Financial Statements as on March 31, 2018, March 31, 2017 and March 31, 2016 was Rs. 14.91, Rs. 11.45 and Rs. 8.74 per equity share respectively. For more information, see the section titled "**Financial Information of the Company**" beginning on page 143 of this Draft Prospectus.
5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Mr. Akhilesh Chaturvedi	6,65,300	0.21
2.	Mr. Dharmesh Chaturvedi	6,65,300	0.21
3.	Mr. Paresh Chaturvedi	5,55,800	0.49



For further details, please refer to “**Capital Structure**” on page 49 of this Draft Prospectus.

6. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled “**Financial Information of the Company- Note 22 – Restated Summary Statement of Related Parties Transactions**” on page 175 of Draft Prospectus.
7. No Group companies have any business or other interest in our Company, except as stated in section titled “**Financial Information of the Company- Note 22 – Restated Summary Statement of Related Parties Transactions**”, “**Capital Structure**” and “**Our Group Companies**” on pages 175, 49 and 137 respectively and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
8. None of our Promoters, Promoter Group, Directors and their relatives have entered into any financing 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 Draft Prospectus.
9. Our Company, Promoters, Directors, Promoter Group have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI nor they have been declared as willful defaulters by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.
10. Investors are advised to see the paragraph titled “**Basis for Issue Price**” beginning on page 75 of this Draft Prospectus.
11. The Lead Manager and our Company shall update this Draft Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Draft Prospectus and commencement of trading.
12. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
13. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapter titled “**Our Management**” beginning at page 117 and chapter titled “**Our Promoter & Promoter Group**” beginning at page 131 and chapter titled “**Financial Information of the Company**” beginning at page 143 of this Draft Prospectus.
14. No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, Key Managerial Personnel or Group Companies.
15. For information on the changes of the objects clause of the Memorandum of Association of our Company, please refer to the chapter titled “**History and Certain Corporate Matters**” beginning on page 113 of this Draft Prospectus.



INTRODUCTION

SUMMARY OF OUR INDUSTRY

Except as otherwise indicated, the information contained in this section is derived from a report titled “Print Advertising in India”, dated May 2018, prepared by CRISIL Research. Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current.

Further, in this regard, CRISIL Research has issued the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company covered in the Report and no part of this report should be construed as an expert advice or an investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of foregoing, nothing in the report is to be construed as CRISIL providing or intending to provide any service in jurisdiction where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regards. CRISIL Research operates independently of and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.

GLOBAL ECONOMIC OVERVIEW

The global economy is gathering pace and is expected to accelerate from 3.2 per cent in 2016 to 3.6 percent in 2017 and 3.7 percent in 2018 which reflects an upward revision of the earlier projections by the IMF (Table 1). The upward revision in world growth is supported by better than expected results in the first half of 2017 in Euro Area, Japan, emerging Asia and Russia even though there are downward revisions in USA and UK. World trade volume is projected to increase from 2.4 percent in 2016 to 4.2 percent in 2017 and 4.0 percent in 2018. Commodity prices (Oil and Nonfuel) are also expected to grow, in contrast to previous years of decline. According to the IMF (October 2017), global recovery is not yet complete, as inflation is still below the target in most advanced economies and commodity exporters, particularly fuel exporters have been hit due to fall in oil prices. While short term risks are broadly balanced, medium-term risks are still tilted towards the downside.

India’s positive export growth in 2016-17 owed to the positive growth of both POL and non POL exports at 3.2 per cent and 5.4 per cent respectively. In 2017-18 (April-December) export growth was 12.1 per cent, with POL and non POL growth at 18.5 per cent and 11.2 per cent respectively. India’s export volume growth (3MMA), which moved to positive territory since March 2016, showed an upward trend till April 2017, but started decelerating though it was still broadly in positive territory. Since August 2017, it has again picked up and increased sharply in November 2017 in tandem with the sharp increase in export value growth. However, in December the growth rate of export volume and value index decelerated. Non-oil export volume index followed a similar trend.

(Source: Economic Survey 2017-18)

OVERVIEW OF THE INDIAN SCENARIO

After registering GDP growth of over 7 per cent for the third year in succession in 2016-17, the Indian economy is headed for somewhat slower growth, estimated to be 6.5 per cent in 2017- 18. This is slightly lower than the range of 6.5 per cent to 6.75 per cent being currently projected based on recent developments. Even with this lower growth for 2017-18, GDP growth has averaged 7.3 per cent for the period from 2014-15 to 2017-18, which is the highest among the major economies of the world. That this growth has been achieved in a milieu of lower inflation, improved current account balance and notable reduction in the



fiscal deficit to GDP ratio makes it all the more creditable. In addition to the introduction of GST, the year also witnessed significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks, further liberalization of FDI, etc., thus strengthening the momentum of reforms. After remaining in negative territory for a couple of years, growth of exports rebounded into positive one during 2016-17 and strengthened further in 2017-18. There was an augmentation in the spot levels of foreign exchange reserves to close to US\$ 414 billion, as on 12th January 2018.

With Gross Domestic Product (GDP) growth averaging 7.5 per cent between 2014- 15 and 2016-17, India can be rated as among the best performing economies in the world on this parameter. Although growth is expected to decline to 6.5 per cent in 2017-18, bringing the 4-year average to 7.3 per cent, the broad story of India's GDP growth to be significantly higher than most economies of the world does not alter. The growth is around 4 percentage points higher than global growth average of last 3 years and nearly 3 percentage points more than the average growth achieved by emerging market & developing economies (EMDE).

The past year has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in July 2017. With a policy change of such scale, scope, and complexity, the transition unsurprisingly encountered challenges of policy, law, and information technology systems, which especially affected the informal sector. Expedient responses followed to rationalize and reduce rates, and simplify compliance burdens.

Macroeconomic developments this year have been marked by swings. In the first half, India's economy temporarily "decoupled," decelerating as the rest of the world accelerated – even as it remained the second-best performer amongst major countries, with strong macroeconomic fundamentals. The reason lay in the series of actions and developments that buffeted the economy: demonetization, teething difficulties in the new GST, high and rising real interest rates, an intensifying overhang from the TBS challenge, and sharp falls in certain food prices that impacted agricultural incomes.

In the second half of the year, the economy witnessed robust signs of revival. Economic growth improved as the shocks began to fade, corrective actions were taken, and the synchronous global economic recovery boosted exports. Reflecting the cumulative actions to improve the business climate, India jumped 30 spots on the World Bank's Ease of Doing Business rankings, while similar actions to liberalize the foreign direct investment (FDI) regime helped increase flows by 20 percent. And the cumulative policy record combined with brightening medium-term growth prospects received validation (as argued for in Box 1 of last year's Economic Survey, Volume I) in the form of a sovereign ratings upgrade, the first in 14 years.

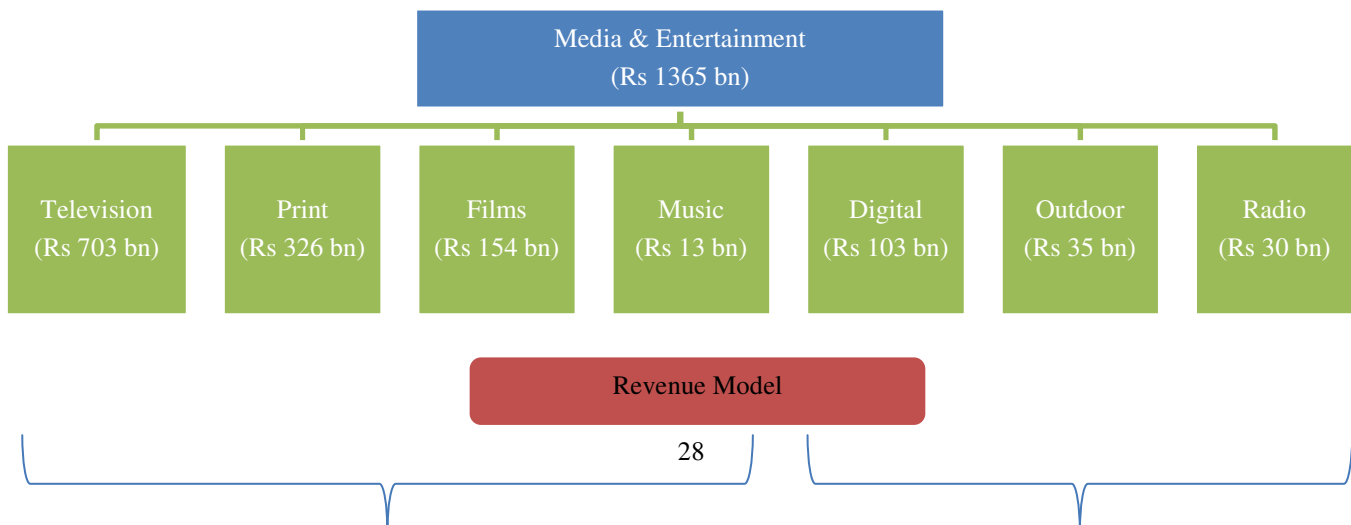
These solid improvements were tinged with anxieties relating to macro-economic stability. Fiscal deficits, the current account, and inflation were all higher than expected, albeit not threateningly so, reflecting in part higher international oil prices—India's historic macroeconomic vulnerability

INDIAN MEDIA & ENTERTAINMENT INDUSTRY

Overview

The Indian economy has been in the spotlight because of its rapid pace of growth and robust investment potential. The country's media and entertainment (M&E) industry has also been expanding at a steady ~11% compound annual growth rate (CAGR) over the past four years. Increasing demand and continuous expansion in the reach of its various segments have served the industry well. Regulatory changes made by the authorities and governing bodies in different segments have also contributed to growth.

CRISIL Research classifies the media and entertainment industry as follows:





Advertisement + Subscription

Advertisement

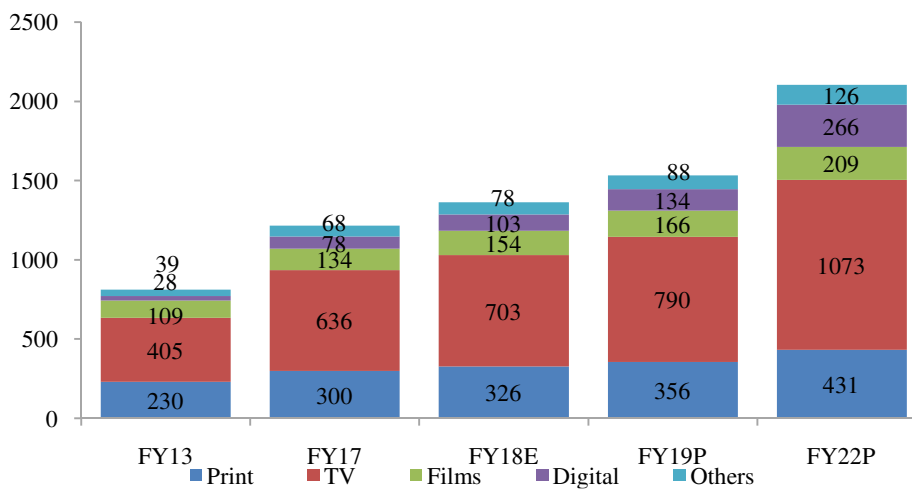
Note: The figure in bracket represents estimated segment size as of fiscal 2018

Source: CRISIL Research

Steady growth forecast for next five years, driven by digital segment

The M&E industry is estimated to grow at 12-13% on-year in fiscals 2018 and 2019 on account of improving macroeconomic factors coupled with the completion of digitisation (to a large extent) in Phase IV, hike in the cover pieces of newspapers, rising ad rates, strong content pipeline at the box office, break-even of newly launched radio channels in smaller cities, and increasing digital ad spending by advertisers. We expect the sector to grow at ~12% CAGR between fiscals 2018 and 2022 and cross Rs 2 trillion by fiscal 2022.

Media and entertainment - Industry revenue



Rs. in billion

P: Projected ; E: Estimated

Note: Others include outdoor, radio and music

Source: CRISIL Research

Better measurability will increase advertisement budget

The total advertising revenue across various segments has grown at 13% CAGR over the past four years to reach Rs 600 billion in fiscal 2017. The expansion was driven by a continuous increase in advertising spends on television (largely preferred by advertisers) and newspapers (as circulation and reach expand, particularly for non-English newspapers).

Spending on advertisements in the digital media has risen significantly in recent times, as companies allocate a larger portion of their advertising budgets to target a growing population of tech-savvy consumers. Also, television recorded a higher growth compared with print, backed by its wider reach and acceptance among advertisers amid the ongoing digitisation. Advertisers are seen focusing on regional and/or local advertisements. With the increasing focus on regional media and its comparatively lower cost of advertising, a substantial number of regional and/or local advertisers have raised volumes of advertisements. Moreover, the Broadcast Audience Research Council (BARC) ratings reinforce this segment. The Lok Sabha



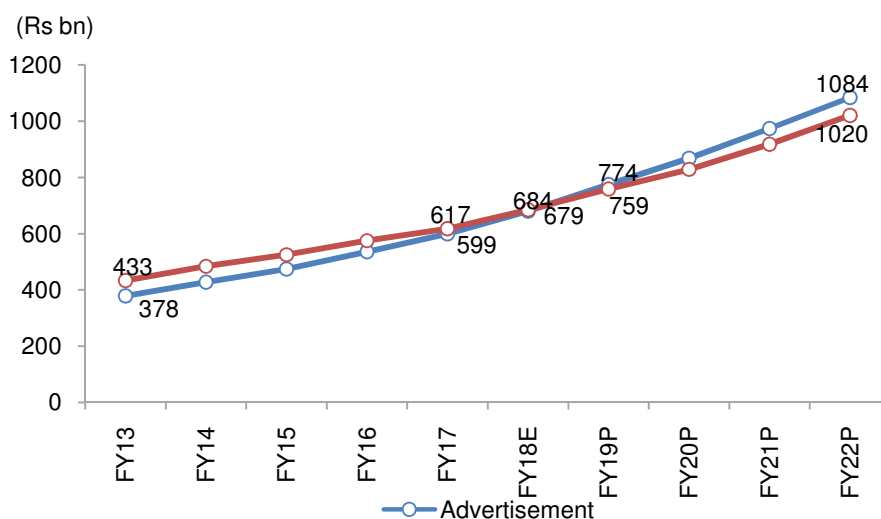
elections in 2019 will also drive spending on advertisements. Thus, CRISIL Research expects an on-year growth of ~13% and ~14% in fiscal 2018 and 2019, respectively.

Industry to be driven by advertisement as compared to subscription in past

Subscription (non-advertising) revenue is expected to cross ~Rs 1 trillion by fiscal 2022, after growing at a five-year CAGR of 9%, driven by:

- The shift towards digital distribution platforms to widen digital television subscriber base
- Increasing reach of satellite television and expected launch of niche channels as well as pay TV channels across genres which will aid growth
- Rising literacy, translating into higher newspaper circulation and readership. However, this segment would also face competition from online content, leading to slower growth in subscriptions
- Continuing growth in theatrical collections of movies, due to the increasing number of multiplexes and average ticket prices, along with rising revenue from ancillary streams such as cable, satellite and digital rights
- Increasing number of consumers listening to music or downloading content on mobile phones with rising telecom penetration and a sharp uptick in data consumers

Break-up of advertisement and subscription revenue



P: Projected; E: estimated

Source: CRISIL Research

In the past four years, subscription revenue accounted for a larger share than revenue from advertisements. In fiscal 2018, the industry crossed an inflection point where both had an equal share of total industry revenue. Going forward, the trend is expected to reverse and advertisements will dominate subscription revenue.

Advertisement spend distribution across segments

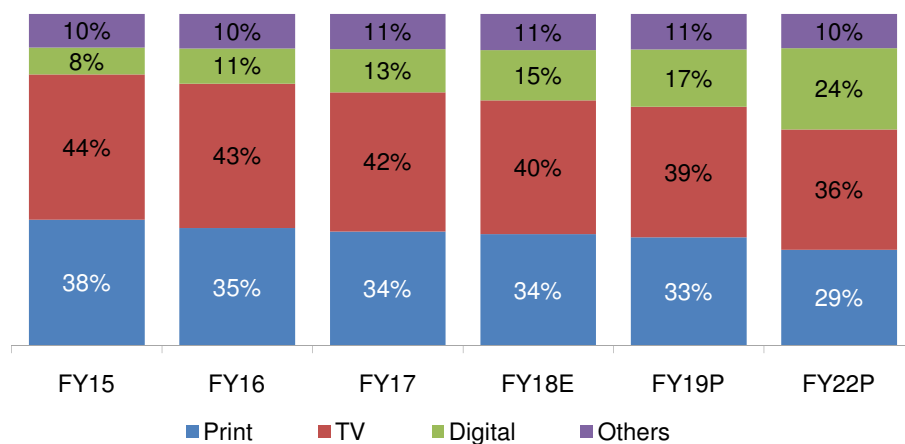
Ad spending distribution to shift - digital advertising to surge, drop in share of television to be limited amid digitisation and better measurability

CRISIL Research believes the share of digital advertising in total advertising spending will rise to 24% by fiscal 2022 from 13% currently. Radio's share is also expected to expand amid the launch of new FM Phase III channels. The share of print media will decline to 30% in fiscal 2022 from an estimated 35% in fiscal 2017, in line with the global trend. Television will remain the



preferred medium for advertising, given its reach across a wide target audience. However, the share of television in total advertising spending is projected to shrink marginally.

Break-up of advertising spends by media



P: Projected; E: Estimated

Note: 'Others' includes advertising revenue from radio, outdoor and films.

Source: CRISIL Research



SUMMARY OF OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 13 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 14 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included on page 143 of this Draft Prospectus.

Business Overview

Our Company is an integrated advertising agency offering a comprehensive range of advertising media services consisting of print media, electronic media and outdoor media services which covers advertisement modes such as newspapers, brochures, magazines, television channels, FM channels and display of outdoor hoardings etc.

We are an INS (Indian Newspaper Society) accredited Company with Registered Office located at Kanpur. We act as an intermediary between the clients and the media and our scope of services includes assisting clients in choosing the optimal advertisement channel in accordance with their budget and regional preference, designing of advertisement (through in-house team or third party), negotiating and booking ad space with chosen media agency and ensuring publication of requisite advertisement.

Our Company provides services mainly to the corporate clients which operates in their respective business fields viz. construction, education, electronics, automobiles, FMCG, jewellery, apparels, insurance, housing, hospital, financial service providers, aviation, Government organizations etc. Some of our prominent clients includes Titan, Tanishq, VLCC Healthcare, Max Health Care, Aakash Institute of Education, Indraprastha Apollo Spectra Hospitals, Naraina Group of Educational Institutions etc.

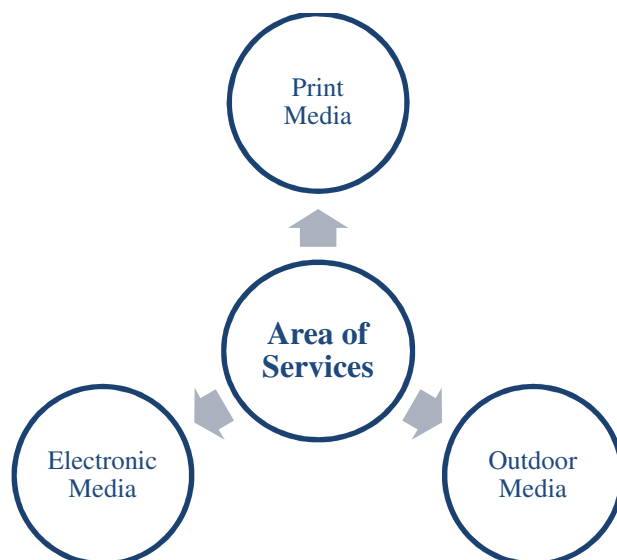
Our Company was incorporated in April, 1999 to explore opportunities in advertising industry across various business verticals including financial services, IT, healthcare, lifestyle, engineering, infrastructure, real estate, trade fairs, etc. Our Company is promoted by Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi who individually have an experience of over two decades in the advertisement sector.

Our Company has been honored with “Best Agency in Highest Kanpur Edition Business” received from Hindustan (a daily newspaper of Hindustan Media Ventures Limited) for the year 2012-13 and “Best Advertising Agency” received from Innovation Associates of Brand & Research in FY 2015-16. Over the years, our Company has grown immensely in its operations under the vision, leadership and guidance of Promoters, Mr Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi and our Management team.

For the Fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 our total revenue stood at Rs. 2337.96 lakhs, 1986.29 lakhs and 2061.25 lakhs respectively. Further, our PAT for the fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 were Rs. 120.15 lakhs, 94.49 lakhs and 81.97 lakhs respectively.

OUR SERVICES

Our Company operates and provides below mentioned services to our clients as per their requirements considering factors such as suitability, language, regional preference, budget etc.



Details about the services offered by us are mentioned below:

1. Print Media

Print Media covers advertisements in a printed medium such as a newspaper, magazine, or trade journal. This encompasses everything from media with a very broad readership base, such as a major national newspaper or magazine, to more narrowly targeted media such as local newspapers and trade journals. One form of print advertising is classified advertising, which allows private individuals or companies to purchase a small, narrowly targeted ad paid by the word or line. Another form of print advertising is the display ad, which is generally a larger ad with design elements that typically run in an article section of a newspaper. Print Media is effective and has wide readership, comprehensive appeal and provision for multiple languages that are spoken across the diverse cultured states.

Under the print media services, we connect the client to public through magazines, newspapers, brochures, preprints and other products. We negotiate for effective pricing based on our years of experience in print media. We have association with leading Publication houses in India for Newspaper & Magazines advertisement such as Danik Jagran, The Daily Amar Ujjala, Hindustan, Times of India, Rajasthan Patrika, Hindustan Times, Economics Times, Business Standard, Sakhi, Nai Dunia, Business Today etc. We engage third parties for job work in relation to printing of Brochures, Pamphlets, Posters, Leaflets, and Booklets etc. Further, we assign the designing work relating to creative advertisements to third parties, who specializes in creative designing of advertisement layouts.

2. Electronic Media

FM is the primary electronic media source in which we operates and offer advertisement services. The benefits of using radio for advertising are many, ranging from its effectiveness to its low cost. We believe that due to recent popularity of FM channels, the radio and commercials have massive potentiality and coverage. Further, we also offer services relating to TV advertisements. We believe that the TV advertising is the most enormous and conservative sort of advancement when the market size is bigger. We research, plan and book the correct TV slots (regardless of whether nearby or national), alongside right space and programming choice to get the most extreme effect.

3. Outdoor media

Signboards and hoardings are the primary outdoor advertising media source in which we operate and offer advertising services. A hoarding is a large outdoor advertising structure, typically found in high traffic areas such as alongside busy roads and trade fairs. We also offers mobile van advertising services under our Outdoor Media services. Hoardings present large advertisements



to passing pedestrians and drivers, typically showing large, witty slogans, and distinctive visuals, hoardings are highly visible in the top designated areas. We also organize events and road shows for the clients as part of our Outdoor media services.

Below is the revenue breakup of our various services for F.Y. 2017-18, 2016-17 and 2015-16:-

(Rs. in lakhs)

Services	FY 2017-18		FY 2016-17		FY 2015-16	
	Turnover	in %	Turnover	in %	Turnover	in %
Print Media	1,881.03	81.19%	1,747.15	89.79%	1,790.45	88.71%
Electronic Media	266.66	11.51%	150.63	7.74%	181.53	8.99%
Outdoor Media	33.65	1.45%	54.09	2.78%	59.29	2.94%
Others	144.93	6.26%	4.17	0.21%	1.20	0.06%
Less: Trade Discount	(9.56)	-0.41%	(10.12)	-0.52%	(14.07)	-0.70%
Net Turnover	2,316.72	100.00%	1,945.92	100.00%	2,018.40	100.00%

OUR BUSINESS STRENGTHS: -

1. Accreditation with Indian Newspaper Society (INS)

In the print media advertising industry, the INS plays a key role in providing assistance to publication members in regard to monitoring the recovery of their dues from advertising agencies. As on date of Draft Prospectus, Our Company is accredited with INS and has furnished bank guarantee of Rs. 45.00 lakhs and deposit of Rs. 5.00 lakhs to it, which enables us to access easy credit facilities from the publication members. We believe that having an INS accreditation makes an agency authentic, thereby generating confidence among customers and it separates us from those advertising agencies that are not INS certified.

2. Experienced Promoters and Management Team

We believe that our qualified and experienced promoters and efficient personnel have contributed to the growth of our business and operations. Our Promoters, who also form part of Board of Directors of our Company, has a proven background and rich experience of over two decades in the advertisement business and has played a significant role in strengthening and developing strong relationships with our clients. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. The cohesive teamwork in our Company gives wide and competitive edge over other players in the field and benefits the company as well as our customers.

3. Cordial relationship with Publication Houses and other advertising media firms

We believe that our vast experience and cordial relationship with publication houses and other advertising media firms has enabled us to provide our Customers with best possible services in the most efficient manner. Our strength lies in understanding the requirement of the client and our execution capabilities to provide the service as per the client requirements. This involves understanding the client requirements such as location, target audience, concept, ad design etc. and choosing the most appropriate media source.

4. Cordial relationship with clients leading to recurring business

We believe in developing and maintaining cordial relationships with our clients leading to recurrent business. We strive to clearly understand our clients' advertisement needs and provide solutions that maximize their return on advertisement cost. We strive to develop a consultative, long-term partnership model of service delivery rather than a transactional client relationship. We believe this has led to long-term client relationships for us which enable us to manage the effect of any adverse economic cycles.

OUR BUSINESS STRATEGIES

1. Expansion of our existing service portfolio



With deep knowledge and experience in the advertising industry, we are currently offering various services in the segments of print, electronic and outdoor media. Currently, almost 81% of our revenue is derived from the print media and remaining 19% of our revenue is derived from electronic and outdoor media. Thus, we aim to increase our business operations in electronic and outdoor media in order to reduce our revenue dependency on print media and to build a strong Customer base in electronic and outdoor media, which will lead to revenue and profitability growth in our business.

2. Enhancing our existing customer base and continue to develop Client & Vendor relationships

Our present customer base comprises majorly of corporate clients. We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that along term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with their requirements of the customers.

3. To continue focus on providing Quality Services

Our one of the significant business strategy is to continue providing quality solutions to our Customers in their advertising needs, there by maximizing customer satisfaction. We believe that this strategy can help strengthen our ability to engage in large advertising assignments.

4. To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our customers, publication houses, media agencies, government authorities, banks, financial institutions etc. We have a blend of experienced and sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

OUR LOCATION

Registered Office	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India
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SUMMARY OF OUR FINANCIALS

ANNEXURE - I RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in lakhs)

Particulars	NOTE	As At				
		31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	1	347.49	10.53	10.53	10.53	10.53
Reserves and Surplus (excluding Revaluation Reserves, if any)	2	170.69	387.49	293.01	211.03	150.68
Money received against share warrants		0.00	0.00	0.00	0.00	0.00
Share Application Money Pending Allotment						
Non Current Liabilities						
Long-term Borrowings	3	86.58	80.42	47.42	53.80	57.70
Deferred tax liabilities (Net)	4	0.00	0.00	0.00	0.00	0.00
Other Long Term Liabilities		0.00	0.00	0.00	0.00	0.00
Long-term Provisions	5	1.37	0.00	0.00	0.00	0.00
Current Liabilities						
Short-term Borrowings	6	62.66	2.58	75.68	119.83	56.00
Trade Payables						
(a) total outstanding dues of micro enterprises and small enterprises; and	7	0.00	0.00	0.00	0.00	0.00
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.		649.98	270.45	266.29	460.37	176.53
Other Current Liabilities	8	59.52	41.26	38.71	35.61	14.28
Short-term Provisions	9	0.00	7.15	0.00	0.00	0.00
Total		1378.29	799.88	731.64	891.18	465.72
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	10	31.63	35.01	20.06	11.39	6.14
(ii) Intangible Assets		0.00	0.00	0.00	0.00	0.00
(iii) Capital Work-In-Progress		0.00	0.00	0.00	0.00	0.00
Non Current Investments						
Deferred Tax Assets (Net)	4	4.16	2.67	2.32	1.31	0.48
Long-term Loans and Advances		0.00	0.00	0.00	0.00	0.00
Other Non Current Assets		0.00	0.00	0.00	0.00	0.00
Current Assets						
Current Investments		0.00	0.00	0.00	0.00	0.00
Inventories		0.00	0.00	0.00	0.00	0.00
Trade Receivables	11	1000.32	544.47	490.45	698.99	384.73
Cash and Cash Equivalents	12	320.86	187.50	162.84	153.39	50.55
Short-term Loans and Advances	13	19.05	24.90	46.07	19.13	16.79
Other Current Assets	14	2.26	5.33	9.90	6.96	7.03
Total		1378.29	799.88	731.64	891.18	465.72

Note-: The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures IV, II and III.



ANNEXURE - II
RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

	PARTICULARS	NOTE	FOR THE YEAR ENDED				
			31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
I	Revenue from Operations	15	2316.72	1945.92	2018.40	1602.94	1339.54
II	Other Incomes	16	21.24	40.36	42.85	29.90	29.01
III	Total Income (I+II)		2337.96	1986.29	2061.25	1632.84	1368.55
	Expenses:						
	Operational Expenses	17	2060.30	1753.72	1847.98	1461.16	1227.02
	Purchase of Stock in Trade		0.00	0.00	0.00	0.00	0.00
	Changes in Inventories of finished goods, Stock-in-Trade and work-in-progress		0.00	0.00	0.00	0.00	0.00
	Employee Benefits Expenses	18	53.31	49.15	48.41	45.70	45.09
	Finance Costs	19	10.82	11.10	11.63	11.63	5.32
	Depreciation And Amortization Expense	20	14.52	9.05	7.78	4.96	1.48
	Other Expenses	21	31.15	20.90	22.98	21.72	18.15
	Total Expenses (IV)		2170.10	1843.91	1938.77	1545.18	1297.06
V	Profit/(loss) before exceptional items and tax (I-IV)		167.86	142.37	122.47	87.65	71.49
VI	Exceptional Items						
VII	Profit/(loss) before tax (V-VI)		167.86	142.37	122.47	87.65	71.49
VIII	Tax Expense						
	Current Tax		48.34	47.96	41.51	27.98	22.14
	Deferred Tax Liability / (Asset)		-1.49	-0.35	-1.01	-0.83	-0.05
	Interest on Income-tax		0.86	0.00	0.00	0.00	0.00
	Taxation adjustment		0.00	0.28	0.00	0.00	0.00
IX	Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)		120.15	94.49	81.97	60.50	49.40
X	Profit/ (Loss) from Discontinuing operation		0.00	0.00	0.00	0.00	0.00
XI	Tax expenses of discontinuing operations		0.00	0.00	0.00	0.00	0.00
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)						
XIII	Restated profit/(loss) for the period		120.15	94.49	81.97	60.50	49.40

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



ANNEXURE - III
RESTATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For the Year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax	167.86	142.37	122.47	87.65	71.49
Adjustment for :					
Less: Interest on Fixed Deposit	-6.90	-12.66	-13.55	-5.89	-3.88
Less: Loss on Sale of Fixed Assets	-2.24	0.00	0.00	0.00	0.00
Add: Depreciation	14.52	9.05	7.78	4.96	1.48
Add: Provision of Gratuity	1.37	0.00	0.00	0.00	0.00
Add: Interest on Borrowed Fund & Finance Charges	10.82	11.10	11.63	11.63	5.32
Operating profit before working capital changes	185.43	149.85	128.33	98.36	74.41
Adjustment for :					
(Increase)/Decrease in Trade Receivables	-455.86	-54.02	208.54	-314.26	-94.44
(Increase)/Decrease in Short Term loans and advances	5.85	21.17	-26.94	-2.34	-10.57
(Increase)/Decrease in Other Current Assets	3.07	4.57	-2.94	0.08	-3.46
Increase/(Decrease) in Trade Payables	379.53	4.16	-194.08	283.85	-21.87
Increase/(Decrease) in Short Term Borrowings	60.08	-73.10	-44.15	63.83	49.96
Increase/(Decrease) in Other Current Liabilities	18.27	2.55	3.10	21.33	2.53
Increase/(Decrease) in Short Term Provisions	0.00	0.00	0.00	0.00	0.00
	10.94	-94.67	-56.47	52.48	-77.85
Cash generated from / (used in) operations	196.37	55.18	71.86	150.83	-3.44
Income Tax Paid/(refund)	56.35	41.08	41.51	27.98	22.14
Net cash generated from/(used in) operating activities - (A)	140.02	14.10	30.34	122.85	-25.58
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets	-15.09	-24.00	-16.44	-10.36	-0.94
Increase in Capital Work-in-Progress	0.00	0.00	0.00	0.00	0.00
Sale of Fixed Assets	6.19	0.00	0.00	0.00	0.00
(Increase)/Decrease in Bank Deposits	-5.68	-1.25	-12.20	-100.34	-3.49
Interest Income on Fixed Deposit	6.90	12.66	13.55	5.89	3.88
(Increase)/Decrease in Long Term Loans and Advances	0.00	0.00	0.00	0.00	0.00
Net cash (used in) Investing Activities - (B)	-7.68	-12.59	-15.09	-104.81	-0.55
CASH FLOW FROM FINANCING ACTIVITIES					
Increase/(Decrease) in Long Term Borrowings	6.16	32.99	-6.37	-3.90	14.82
Interest & Finance Charges	-10.82	-11.10	-11.63	-11.63	-5.32
Net cash(used in) / from financing activities - (C)	-4.66	21.89	-18.00	-15.53	9.50
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	127.68	23.41	-2.75	2.51	-16.63
Cash and cash equivalents at the beginning of the year	28.54	5.13	7.88	5.37	22.00
Cash and cash equivalents at the end of the year	156.22	28.54	5.13	7.88	5.37
Cash and cash equivalents at the end of year comprises :					
1. Components of cash and cash equivalents:					
Particulars	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Cash on hand	13.47	2.19	4.53	7.27	5.37



Balances with scheduled banks in current accounts	142.74	26.35	0.60	0.60	0.00
Total Cash and cash equivalents	156.22	28.54	5.13	7.88	5.37

Notes: -

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act")) read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Negative figures represent outflow.
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 as appearing in Annexures IV, I and II.



THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Offered: Public Issue of Equity Shares by our Company ⁽¹⁾	Up to 17,04,000 Equity Shares of ₹ 10/- each for cash at a price of [●] per share aggregating to [●] Lakhs ⁽²⁾
Of which:	
Issue Reserved for the Market Makers	[●] Equity Shares of ₹ 10/- each for cash at a price of [●] per share aggregating to [●] Lakhs.
Net Issue to the Public⁽³⁾	[●] Equity Shares of ₹ 10/- each for cash at a price of [●] per share aggregating to [●] Lakhs.
	[●] Equity Shares of ₹ 10/- each for cash at a price of [●] per share (including a premium of [●] per Share) will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lacs
	[●] Equity Shares of ₹ 10/- each for cash at a price of [●] per share (including a premium of [●] per Share) will be available for allocation for allotment to other investors above ₹ 2.00 Lacs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	34,74,900 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	Up to 51,78,900 Equity Shares of face value of ₹ 10 each
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 69 of this Draft Prospectus

⁽¹⁾This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “*Issue Structure*” on page 230 of this Draft Prospectus.

⁽²⁾The present Issue has been authorized pursuant to a resolution of our Board dated September 21, 2018 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on September 27, 2018.

⁽³⁾As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, the present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

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

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



GENERAL INFORMATION

Our Company was originally incorporated as Private Limited Company under the provisions of Companies Act, 1956 in the name of “DAPS Advertising Private Limited” vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from “DAPS Advertising Private Limited” to “DAPS Advertising Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389.

Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi are Promoters of our Company.

For details relating to changes to the address of our Registered Office, please see “*History and Certain Corporate Matters - Changes to the address of the Registered Office of our Company*” on page 113 of this Draft Prospectus.

Registered Office of our Company

DAPS Advertising Limited

128, Clyde House, Office No.

9-B, The Mall, Kanpur,

Uttar Pradesh- 208001, India.

Tel. No. +91-512-2302770

E-mail: cs@dapsadvertising.com

Website: www.dapsadvertising.com

CIN: U51109UP1999PLC024389

Address of Registrar of Companies

Our Company is registered with the Registrar of Companies, Kanpur, located at the following address:

Registrar of Companies, Kanpur

37/17, Westcott Building, The Mall,

Kanpur-208001, Uttar Pradesh

Phone: +91-512-2310443, 2310227, 2310323

Email: roc.kanpur@mca.gov.in

Website: www.mca.gov.in

Designated Stock Exchange

Emerge Platform of National Stock Exchange of India Limited

Exchange Plaza

Bandra-KurlaComplex

Bandra (E)

Mumbai – 400 051.

Board of Directors of our Company

Our Company’s Board comprises of the following Directors:

Name	Designation	DIN	Address
Mr. Akhilesh Chaturvedi	Chairman and Whole Time Director	00989785	58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur - 208001 , Uttar Pradesh, India
Mr. Dharmesh Chaturvedi	Managing Director	00989831	26/89, Tapeswari Devi, Birhana Road, Gwaltoli, Kanpur Nagar, Kanpur- 208001, Uttar Pradesh, India



Mr. Paresh Chaturvedi	Whole Time Director and Chief Financial Officer	00989858	58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur - 208001, Uttar Pradesh, India
Ms. Srishti Chaturvedi	Non Executive Director	08225434	58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur -208001, Uttar Pradesh, India
Mr. Janardan Prasad Pandey	Non-Executive Director	06523687	Flat No. 74, Vasistha Srishti Chs Ltd, Sector-2, Srishti Hsg Complex, Mira Road (East), Thane - 401107 Maharashtra, India
Mr. Vijay Purwar	Independent Director	08111322	7/105, A, Flat No-503, Swaroop Nagar, Villa-2, Near Rajeev Petro L Pump, Kanpur Nagar 208002 – Uttar Pradesh
Mr. Manoj Kumar Agarwal	Independent Director	08172948	486 Pokharpurwa, Jajmau Shiwans Tenray, Bilhaur Kanpur Nagar 208010 – Uttar Pradesh

For further details of the Directors of our Company, please refer to the chapter titled “*Our Management*” on page 117 of this Draft Prospectus.

Company Secretary and Compliance Officer

Ms. Rosy Kanaujia

128, Clyde House, Office No.

9-B, The Mall, Kanpur,

Uttar Pradesh-208001, India

Tel. No. +91-512-2302770

E-mail: cs@dapsadvertising.com

Website: <http://dapsadvertising.com>

Chief Financial Officer

Our Company has appointed Mr. Paresh Chaturvedi, as the Chief Financial Officer (CFO). The contact details are set forth hereunder:

Mr. Paresh Chaturvedi

128, Clyde House, Office No.

9-B, The Mall, Kanpur,

Uttar Pradesh-208001, India

Tel. No. +91-512-2302770

E-mail: cfo@dapsadvertising.com

Website: www.dapsadvertising.com

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

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

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

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



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

LEAD MANAGER OF THE ISSUE

HEM SECURITIES LIMITED

904, A Wing, Naman Midtown,
Senapati Bapat Marg, Elphinstone Road,
Lower Parel, Mumbai - 400 013, India

Tel No.: +91-22-49060000

Fax No.: +91-22-22625991

Email: ib@hemsecurities.com

Investor Grievance Email: redressal@hemsecurities.com

Website: www.hemsecurities.com

Contact Person: Mr. Anil Bhargava

SEBI Regn. No.: INM000010981

LEGAL ADVISOR TO THE ISSUE

VEDANTA LAW CHAMBERS

1st Floor, SKK House, B-62

Sahkar Marg, Lal Kothi

Jaipur – 302015 Rajasthan, India

Tel No.: +91- 141 -4014091, 2740911

Fax No.: +91-141-2740911

Email: vedantalawchambers@gmail.com

Website: www.vedantalawchambers.com

Contact Person: Advocate Nivedita Ravindra Sarda

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis

Makwana Road, Marol, Andheri East, Mumbai - 400059

Tel No.: +91-22-62638200

Fax No.: +91-22-62638299

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Ashish Bhope

SEBI Regn. No.: INR000001385

BANKERS TO THE COMPANY

KOTAK MAHINDRA BANK LIMITED

27, BKC, C 27, G Block, BandraKurla Complex

Bandra (E), Mumbai – 400051, Maharashtra

Tel No: +91-22-66581100

Fax No: +91-22-22855577

Email Id: kunwar.ashish@kotak.com

Contact Person: Mr. Kunwar Ashish

CENTRAL BANK OF INDIA

24/25, Didwania Bhawan, Karachi Khana

Kanpur – 208001, Uttar Pradesh

Tel No: +91-512-2312475

Email id: bmkanp0161@centralbank.co.in

Contact Person: A.K Shukla & Vijay Tiwar

STATUTORY AUDITOR OF THE COMPANY

KEDIA GUPTA & ASSOCIATES

CHARTERED ACCOUNTANTS

Room No. 19, 2nd Floor, 37/17,

The Mall, Kanpur-208001



Tel No.: +91-9839210057
Email: kedia_ajay65@rediffmail.com
Contact Person: Ajay Kumar Kedia

PEER REVIEW AUDITOR OF THE COMPANY

M/s MANSAKA RAVI & ASSOCIATES
CHARTERED ACCOUNTANTS
34, Fourth Floor, Trinita mall, Swage Farm,
New Sanganer Road, Sodala,
Jaipur-302019, Rajasthan, India
Tel. No.: 0141-2297330, +91-9829753254
Email: caravimansaka@gmail.com
Contact Person: Mr. Ravi Mansaka

BANKERS TO THE ISSUE

[•]

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

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

SELF CERTIFIED SYNDICATE BANKS (“SCSBS”)

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, see the above-mentioned link.

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 NSE at www.nseindia.com, as updated from time to time.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at www.nseindia.com, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at www.nseindia.com, as updated from time to time.

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

BROKERS TO THE ISSUE

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



CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

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

TRUSTEES

As the Issue is of equity Shares, the appointment of Trustees is not mandatory.

MONITORING AGENCY

The objects of the Issue have not been appraised by any agency. The objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of Rs. 10,000lakhs.

APPRAISING ENTITY

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

EXPERT'S OPINION

Except for the reports in the section *“Financial Information of the Company”* and *“Statement of Tax Benefits”* on page 143 and 77 respectively of this Draft Prospectus from the Statutory Auditor and Peer Review Auditors, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor and Peer Review Auditors for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. 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. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to 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 with respect to the Equity Shares issued through the Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.



UNDERWRITING

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by [•] in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

**Includes [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker [•] in its own account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

As per Regulation 106P (2) of SEBI (ICDR) Regulations, the Lead Manager has agreed to underwrite to a minimum extent of 15 % of the Issue out of its own account.

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

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated [•] with the following Market Maker, to fulfill the obligations of Market Making for this issue:

Name	[•]
Correspondence Address:	[•]
Tel No.:	[•]
Fax No.	[•]
E-mail:	[•]
Website:	[•]
Contact Person:	[•]
SEBI Registration No.:	[•]
Market Maker Registration No.	[•]

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time 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 prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE EMERGE Platform and SEBI from time to time.
- 3) The minimum depth of the quote shall be ₹1,00,000/- However, the investors with holdings of value less than ₹. 1,00,000/- shall be allowed to 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.
- 4) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE PLATFORM (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the NSE EMERGE Platform of NSE from time to time).
- 5) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- 6) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- 7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 9) 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.
- 10) The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 11) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- 12) The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

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 106 V of the SEBI (ICDR) Regulations, 2009, as amended. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five 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 office from 11.00 a.m. to 5.00 p.m. on working days.

- 13) **Risk containment measures and monitoring for Market Makers:** SME portal of NSE “NSE Emerge” 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.



- 14) **Punitive Action in case of default by Market Makers:** NSE's SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 15) **Price Band and Spreads:** 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.
- 16) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and are as follows:

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

- 17) The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

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

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



CAPITAL STRUCTURE

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

(₹ in Lacs, except share data)

Sr. No.	Particulars	Aggregate nominal Value	Aggregate Value at Issue Price
A	Authorized Share Capital 55,00,000 Equity Shares having Face Value of Rs 10/- each	550.00	-
B	Issued, Subscribed & Paid-up Share Capital before the Issue 34,74,900 Equity Shares having Face Value of Rs.10/- each fully paid up before the Issue.	347.49	-
C	Present Issue in terms of the Draft Prospectus* Up to 17,04,000 Equity Shares having Face Value of ₹10/- each with a premium of ₹ [●] per Equity Share.	[●]	[●]
	Which Comprises		
I.	Reservation for Market Maker portion [●] Equity Shares of ₹ 10/- each at a premium of ₹ [●] per Equity Share	[●]	[●]
II.	Net Issue to the Public [●] Equity Shares of ₹ 10/- each at a premium of ₹ [●] per Equity Share	[●]	[●]
	of which		
	[●] Equity Shares of ₹ 10/- each at a premium of ₹ [●] per Equity Share will be available for allocation for allotment to Retail Individual Investors applying for a value of up to ₹ 2.00 Lacs	[●]	[●]
	[●] Equity Shares of ₹ 10/- each at a premium of ₹ [●] per Equity Share will be available for allocation for allotment to Other Investors applying for a value of above ₹ 2.00 Lacs	[●]	[●]
D	Issued, Subscribed and Paid up Equity Share capital after the Issue Up to 51,78,900 Equity Shares having Face Value of ₹ 10/- each	[●]	
E	Securities Premium Account Before the Issue After the Issue		Nil [●]

*The present Issue of up to 17,04,000 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 21, 2018 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 27, 2018

Classes of Shares

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

Details of Changes in Authorized Share Capital of our Company:

Date of Meeting	AGM/EGM	Changes in Authorized Share Capital
Upon Incorporation	--	Authorized share capital of the Company was ₹ 3,00,000 divided into 3,000 Equity Shares of ₹ 100/- each.
December 26, 2007	EGM	Increase in authorized share capital of the Company from ₹ 3,00,000 divided into 3,000 Equity Shares of ₹ 100/- each to ₹ 5,00,000 divided into 5,000 Equity Shares of ₹ 100/- each.
March 05, 2012	EGM	Increase in authorized share capital of the Company from ₹ 5,00,000 divided into 5,000 Equity Shares of ₹ 100/- each To ₹ 10,00,000 divided into 10,000 Equity Shares of ₹ 100/- each.
August 01, 2012	EGM	Increase in authorized share capital of the Company from ₹ 10,00,000 divided into 10,000 Equity Shares of ₹ 100/- each to ₹ 12,00,000 divided



		into 12,000 Equity Shares of ₹ 100/- each.
April 29, 2017	EGM	Increase in authorized share capital of the Company from ₹ 12,00,000 divided into 12,000 Equity Shares of ₹ 100/- each to ₹ 30,00,000 divided into 30,000 Equity Shares of ₹ 100/- each.
December 28, 2017	EGM	Subdivision of Equity Shares of the Company having face value of Rs.100/- each into 10 shares of face value of Rs 10/- each.
December 28, 2017	EGM	Increase in authorized share capital of the Company from ₹ 30,00,000 divided into 3,00,000 Equity Shares of ₹ 10/- each to ₹ 50,00,000 divided into 50,00,000 Equity Shares of ₹ 10/- each.
March 14, 2018	EGM	Increase in authorized share capital of the Company from ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10/- each to ₹ 5,50,00,000 divided into 55,00,000 Equity Shares of ₹ 10/- each.

Notes to Capital Structure

1. Equity Share Capital History of our Company:

➤ The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid Up Capital (₹)	Cumulative Securities Premium (₹)
On Incorporation	30	100	100	Cash	Subscription to MOA ⁽ⁱ⁾	30	3,000	-
December 11, 2002	2,500	100	100	Cash	Further Allotment ⁽ⁱⁱ⁾	2,530	2,53,000	-
November 17, 2008	2,000	100	100	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	4,530	4,53,000	-
August 31, 2012	6,000	100	100	Cash	Further Allotment ^(iv)	10,530	10,53,000	-
<i>Every 1 share of the company of ₹100 each had been sub-divided into 10 shares of ₹10 each vide Special Resolution passed in EOGM convened on dated December 28, 2017. After sub-division the restated position is as follows:</i>								
-	-	-	-	-	-	105,300	10,53,000	-
December 30, 2017	33,69,600	10	Nil	Nil	Bonus Issue in the ratio of 32:1 ^(v)	34,74,900	3,47,49,000	-

* The Shares was subscribed to Initial Subscriber to Memorandum of Association on April 29, 1999.

* Bonus issue of 33,69,600 equity shares in the ratio of 32:1 dated December 30, 2017 has been issued by Capitalization of Reserve & Surplus of the Company

All the above mentioned shares are fully paid up since the date of allotment.

Notes:

(i) Initial Subscribers to the Memorandum of Association subscribed 30 Equity Shares of Face Value of ₹100/- each fully paid at par, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Akhilesh Chaturvedi	10
2.	Dharmesh Chaturvedi	10
3.	Paresh Chaturvedi	10



	Total	30
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(ii) Further allotment of 2500 Equity Shares of Face Value of ₹ 100/- each fully paid:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Sudha Chaturvedi	150
2.	Babita Chaturvedi	150
3.	Shakti Chaturvedi	150
4.	Sonu Chaturvedi	150
5.	Manorama Chaturvedi	150
6.	V. Dutta Chaturvedi	100
7.	Mahendra Nath Chaturvedi	150
8.	U.N. Chaturvedi	100
9.	S.C. Chaturvedi	100
10.	R.K. Chaturvedi	100
11.	K.L Chaturvedi	100
12.	S. Chaturvedi	100
13.	N. Chaturvedi	100
14.	Nand Lal Chaturvedi	100
15.	Vivek Chaturvedi	100
16.	Vikas Chaturvedi	100
17.	Dheeraj Tandon	100
18.	Shyam Geoanka	100
19.	Sanjeev Bhargava	100
20.	Govind Maheshwari	100
21.	B.K. Chaturvedi	100
22.	Mahesh Sharma	50
23.	Sangeeta Kedia	50
	Total	2500

(iii) Further allotment of 2000 Equity Shares of Face Value of Rs. 100/- each fully paid:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Akhilesh Chaturvedi	1000
2.	Dharmesh Chaturvedi	1000
	Total	2000

(iv) Further allotment of 6000 Equity Shares of Face Value of Rs. 100/- each fully paid:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Shakti Chaturvedi	2000
2.	Archana Chaturvedi	2000
3.	Babita Chaturvedi	2000
	Total	6000

(v) Bonus Issue of 33,69,600 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio 32:1 i.e 32 Bonus Equity shares for every one Equity Share held:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Akhilesh Chaturvedi	451,200
2.	Dharmesh Chaturvedi	451,200
3.	Paresh Chaturvedi	131,200
4.	Sudha Chaturvedi	176,000



5.	Babita Chaturvedi	720,000
6.	Shakti Chaturvedi	720,000
7.	Archana Chaturvedi	704,000
8.	Sangeeta Kedia	16,000
	Total	33,69,600

➤ As on the date of this Draft Prospectus, our Company does not have any preference share capital.

2. Details of Allotment made in the last two years preceding the date of the Draft Prospectus:

Except as mentioned in point 1 (v) above, we have not issued any Equity Share in the last two years preceding the date of the Draft Prospectus

3. Issue of Equity Shares for consideration other than cash

Except as mentioned in point 1 (v) above, we have not issued Equity Shares for consideration other than cash.

- No Equity Shares have been allotted pursuant to any scheme approved under section 230-233 of the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956.
- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as mentioned in point 1 (v) above, no Equity shares have been issued which may be at price below the Issue price within last one year from the date of the Draft Prospectus.

7. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Prospectus, our Promoters Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi hold 6,65,300, 6,65,300 and 5,55,800 Equity Shares respectively of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)*	Nature of Transactions	Pre-Issue Shareholding %**	Post-Issue Shareholding %**	Lock-in Period	Source of Funds
(A) Mr. Akhilesh Chaturvedi								
April 29, 1999	10	100	100	Subscriber to MOA	0.00	[●]	-	Own Fund
November 17, 2008	1,000	100	100	Allotment	0.03	[●]	-	Own Fund
August 31, 2012*	400	100	100	Acquisition of shares by way of transfer ⁽ⁱ⁾	0.01	[●]	-	Own Fund
<i>Every 1 share of the company of Rs 100 each had been sub-divided into 10 shares of Rs. 10 each vide Special Resolution passed in EOGM convened on December 28, 2017. After sub-division, the restated position is as follows:</i>								
--	14,100	10	-	-	0.41	[●]	[●]	Own Fund
December 30, 2017	451,200	10	-	Bonus	12.98	[●]	[●]	N.A.
February 22,	200,000	10	-	Gift	5.76	[●]	[●]	Own Fund



2018				received ⁽ⁱⁱ⁾				
Total (A)	6,65,300	10			19.15	[●]	-	-
(B) Mr. Dharmesh Chaturvedi								
April 29, 1999	10	100	100	Subscriber to MOA	0.00	[●]	-	Own Fund
November 17, 2008	1,000	100	100	Allotment	0.03	[●]	-	Own Fund
August 31, 2012*	400	100	100	Acquisition of shares by way of transfer ⁽ⁱⁱⁱ⁾	0.01	[●]	-	Own Fund
<i>Every 1 share of the company of Rs 100 each had been sub-divided into 10 shares of Rs. 10 each vide Special Resolution passed in EOGM convened on December 28, 2017. After sub-division the restated position is as follows:</i>								
--	14,100	10	-	-	0.41	[●]	[●]	Own Fund
December 30, 2017	451,200	10	-	Bonus	12.98	[●]	[●]	N.A.
February 22, 2018	2,00,000	10	-	Gift received ^(iv)	5.76	[●]	[●]	Own Fund
Total (B)	6,65,300	10			19.15	[●]		
(C) Mr. Pares Chaturvedi								
April 29, 1999	10	100	100	Subscriber to MOA	0.00	[●]	-	Own Fund
August 31, 2012*	400	100	100	Acquisition of shares by way of transfer ^(v)	0.01	[●]	-	Own Fund
<i>Every 1 share of the company of Rs 100 each had been sub-divided into 10 shares of Rs. 10 each vide Special Resolution passed in EOGM convened on December 28, 2017. After sub-division the restated position is as follows:</i>								
--	41,00	10	-	--	0.12	[●]	[●]	Own Fund
December 30, 2017	1,31,200	10	-	Bonus	3.76	[●]	[●]	N.A.
February 22, 2018	16,500	10	14	Acquisition of shares by way of transfer ^(vi)	0.47	[●]	[●]	Own Fund
February 22, 2018	4,04,000	10	-	Gift received ^(vii)	11.63	[●]	[●]	Own Fund
Total (C)	5,55,800	10	-		15.99	[●]		
Grand Total (A+B+C)	18,86,400	10	-	-	54.29	[●]	-	-

*Information pertaining to share transfers made on August 31, 2012 is based on Statutory Register and Minutes maintained by the Company. However, share transfer forms are not traceable in records of the Company. For details, please refer to Risk Factor "Our Company has not complied with certain statutory provisions of the Companies Act. Such non-compliance may attract penalties and prosecution against our Company and its Directors which could impact the financial position of us to that extent" on page 15 of Draft Prospectus

** Pre-Issue and Post - Issue Shareholding % is calculated after adjustment of sub-division of face value of shares from 1 share of Rs 100 each to 10 shares of Rs 10 each.



(i) Details of Acquisition of 400 Equity Shares by Mr. Akhilesh Chaturvedi dated August 31, 2012:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1	August 31, 2012	V. Dutta Chaturvedi	100	Mr. Akhilesh Chaturvedi
		U.N. Chaturvedi	100	
		S.C. Chaturvedi	100	
		R.K. Chaturvedi	100	
		Total	400	

(ii) Details of Acquisition by way of Gift of 2,00,000 Equity Shares by Mr. Akhilesh Chaturvedi dated February 22, 2018:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1	February 22, 2018	Babita Chaturvedi	2,00,000	Mr. Akhilesh Chaturvedi
		Total	2,00,000	

(iii) Details of Acquisition of 400 Equity Shares by Mr. Dharmesh Chaturvedi dated August 31, 2012:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	August 31, 2012	S. Chaturvedi	100	Mr. Dharmesh Chaturvedi
		N. Chaturvedi	100	
		Nand Lal Chaturvedi	100	
		K.L. Chaturvedi	100	
		Total	400	

(iv) Details of Acquisition by way of Gift of 200000 Equity Shares by Mr. Dharmesh Chaturvedi dated February 22, 2018:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	February 22, 2018	Shakti Chaturvedi	2,00,000	Mr. Dharmesh Chaturvedi
		Total	2,00,000	

(v) Details of Acquisition of 400 Equity Shares by Mr. Paresh Chaturvedi dated August 31, 2012:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	August 31, 2012	Shyam Goeanka	100	Mr. Paresh Chaturvedi
		Sanjeev Bhargava	100	
		Govind Maheswari	100	
		B.K. Chaturvedi	100	
		Total	400	

(vi) Details of Acquisition of 16500 Equity Shares by Mr. Paresh Chaturvedi dated February 22, 2018:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	February 22, 2018	Sangeeta Kedia	16500	Mr. Paresh Chaturvedi
		Total	16500	

(vii) Details of Acquisition by way of Gift of 404000 Equity Shares by Mr. Paresh Chaturvedi dated February 22, 2018:

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	February 22, 2018	Archana Chaturvedi	3,04,000	Mr. Paresh Chaturvedi
		Sudha Chaturvedi	1,00,000	
		Total	404000	



8. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Akhilesh Chaturvedi	6,65,300	0.21
2.	Dharmesh Chaturvedi	6,65,300	0.21
3.	Paresh Chaturvedi	5,55,800	0.49

9. Shareholding of Promoters and Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1	Akhilesh Chaturvedi	6,65,300	19.15	6,65,300	[●]
2	Dharmesh Chaturvedi	6,65,300	19.15	6,65,300	[●]
3	Paresh Chaturvedi	5,55,800	15.99	5,55,800	[●]
	Sub Total (A)	18,86,400	54.29	18,86,400	[●]
	Promoter Group				
1	Sudha Chaturvedi	81,500	2.35	81,500	[●]
2	Babita Chaturvedi	2,87,500	8.27	2,87,500	[●]
3	Shakti Chaturvedi	4,22,500	12.16	4,22,500	[●]
4	Archana Chaturvedi	4,06,000	11.68	4,06,000	[●]
5	Astha Chaturvedi	50,000	1.44	50,000	[●]
6	Sudhattam Chaturvedi	1,05,000	3.02	1,05,000	[●]
7	Srishti Chaturvedi	1,20,000	3.45	1,20,000	[●]
	Sub Total (B)	14,72,500	42.38	14,72,500	[●]
	GRAND TOTAL (A+B)	33,58,900	96.66	33,58,900	[●]

10. Except as provided below, there are no Equity Shares acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Prospectus:

Date of Transaction	Number of Equity Shares Allotted/ Acquired/Sold	Face Value (Rs.)	Issue Price/ Acquired Price (Rs.)*	Nature	Nature of Consideration	Name of the Allottees/ Transferor/transferee	Category
May 10, 2018	(100000)	10	30	Transfer	Cash	Babita Chaturvedi	Promoter Group
	100000	10	30	Acquisition by way of Transfer	Cash	Atul Babubhai Chauhan (HUF)	Public
May 31, 2018	(16000)	10	30	Transfer	Cash	Archana Chaturvedi	Promoter Group
	16000	10	30	Acquisition by way of Transfer	Cash	Priyank Lahoti	Public

*The maximum and minimum price at which the aforesaid transaction was made is Rs 30/- and Nil per Equity Share respectively



11. Details of Promoters' Contribution Locked-in for Three Years

Date of Allotment/Acquisition	Date when made Fully paid up	No. of shares Allotted/Acquired	Face Value	Issue Price/Acquisition Price	Nature of Allotment	% Pre-Issue paid up capital (in shares)	% Post issue paid up capital (in shares)	Lock-In Period
Mr. Akhilesh Chaturvedi								
April 29, 1999	April 29, 1999	100	10*	10*	Subscriber to MOA	0.00	[●]	[●]
November 17, 2008	November 17, 2008	10000	10*	10*	Allotment	0.29	[●]	[●]
August 31, 2012	August 31, 2012	4000	10*	10*	Acquisition by way of transfer	0.12	[●]	[●]
December 30, 2017	December 30, 2017	451200	10	-	Bonus Shares	12.98	[●]	[●]
Mr. Dharmesh Chaturvedi								
April 29, 1999	April 29, 1999	100	10*	10*	Subscriber to MOA	0.00	[●]	[●]
November 17, 2008	November 17, 2008	10000	10*	10*	Allotment	0.29	[●]	[●]
August 31, 2012	August 31, 2012	4000	10*	10*	Acquisition by way of transfer	0.12	[●]	[●]
December 30, 2017	December 30, 2017	451200	10	-	Bonus Shares	12.98	[●]	[●]
Mr. Paresh Chaturvedi								
April 29, 1999	April 29, 1999	100	10*	10*	Subscriber to MOA	0.00	[●]	[●]
August 31, 2012	August 31, 2012	4000	10*	10*	Acquisition by way of transfer	0.12	[●]	[●]
December 30, 2017	December 30, 2017	131200	10	-	Bonus Shares	3.78	[●]	[●]
Total		1065900	10	-	-	30.67	[●]	[●]

*Every 1 share of the company of Rs 100 each had been sub-divided into 10 shares of Rs. 10 each vide Special Resolution passed in EOGM convened on December 28, 2017.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Our Promoters, Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi will, by a written undertaking, confirm to have [●] equity shares, [●] equity shares and [●] equity shares held by them respectively to be locked in as Minimum



Promoters Contribution for a period of three years from the date of allotment in this Issue and will not be disposed / sold / transferred by the promoters during the period starting from the date of filing the Draft Prospectus with SME Platform of NSE till the date of commencement of lock-in period as stated in the Draft Prospectus. The Equity Shares under the Promoters contribution will constitute [●] of our post-issue paid up share capital.

Our Promoters have consented that the Promoters contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the post issue paid up capital of our Company.

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 33 (1) of SEBI (ICDR) Regulations, 2009

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
33(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <u>Hence Eligible</u>
33 (1) (a) (ii)	Specified securities 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	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
33 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
33 (1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
33 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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



Other requirements in respect of lock-in:

- a) In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b) In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- c) Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

12. Shareholding Pattern of the Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Draft Prospectus:



Our Shareholding Pattern: -

Ca teg ory	Category of shareholder	Nos. of shar e hold ers	No. of fully paid up equity shares held	No . of Pa rtl y pai d-up eq uit y sh are s held	No. of sha res und erly ing Dep osit ory Rec eipt s	Total nos. shares held	Sharehol ding as a % of total no. of shares (calculat ed as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shar es Unde rlyin g Outs tandin g conv ertib le secur ities (incl uding War rants)	Sharehol ding , as a % assuming full conversio n of convertibl e securities (as a percentag e of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumber ed		Numbe r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of (A+B+ C)			No . (a)	As a % of total Shar es held (b)	N o. (a)	As a % of total Shar e s held (b)	
								Class Equity Shares of Rs.10/- each^	Cl ass eg: y	Tot al								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+ X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	10	3358900	-	-	3358900	96.66	3358900	-	3358900	96.66	-	96.66	-	-	3358900		
(B)	Public	2	116000	-	-	116000	3.34	116000	-	116000	3.34	-	3.34	-	-	116000		
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C 1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C 2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	12	3474900	-	-	3474900	100.00	34749000	-	3474900	100.00	-	100.00	-	-	34749000		

*As on date of this draft prospectus 1 Equity share holds 1 vote.



* We have only one class of Equity Shares of face value of Rs. 10/- each.

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

II – Shareholding pattern of the Promoter and Promoter Group

S.No.	Category & Name of the Shareholders	PAN	No. of share holders	No. of fully paid up equity share s held	Partl y paid-up equit y share s held	Nos. of shares underlyi ng Deposito ry Receipts	Total nos. shares held	Shareho lding (calculat ed as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Under lying Outsta nding conver tible securiti es (inclu ding Warra nts)	Sharehold ing , as a % assuming full conversio n of convertibl e securities (as a percentag e of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in demateri alized form
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shar e s held (b)	No.	As a % of total share s held (b)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+ V+VI	VIII	IX				X	XI = VII+ X	XII	XIII	XIV		
(1)	Indian																		
(a)	Individuals/ Hindu undivided Family		10	3358900	-	-	3358900	96.66	3358900	-	3358900	96.66	-	96.66	-	-	3374900		
1.	Akhilesh Chaturvedi	AEKPC4324H	1	665300	-	-	665300	19.15	665300	-	665300	19.15	-	19.15	-	-	665300		
2.	Dharmesh Chaturvedi	AARPC4585H	1	665300	-	-	665300	19.15	665300	-	665300	19.15	-	19.15	-	-	665300		
3.	Paresh Chaturvedi	AEKPC4325G	1	555800	-	-	555800	15.99	555800	-	555800	15.99	-	15.99	-	-	555800		
4.	Sudha Chaturvedi	AEXPC3695L	1	81500	-	-	81500	2.35	81500	-	81500	2.35	-	2.35	-	-	81500		



5.	Babita Chaturvedi	AEXPC0410P	1	287500	-	-	287500	8.27	287500	-	287500	8.27	-	8.27	-	-	287500
6.	Shakti Chaturvedi	AEXPC0409G	1	422500	-	-	422500	12.16	422500	-	422500	12.16	-	12.16	-	-	422500
7.	Archana Chaturvedi	AEYPC8538D	1	406000	-	-	406000	11.68	406000	-	406000	11.68	-	11.68	-	-	406000
8.	Astha Chaturvedi	AUKPC4115G	1	50000	-	-	50000	1.44	50000	-	50000	1.44	-	1.44	-	-	50000
9.	Sudhattam Chaturvedi	BGXPC2949E	1	105000			105000	3.02	105000		105000	3.02		3.02			105000
10.	Srishti Chaturvedi	BGXPC2948F	1	120000			120000	3.45	120000		120000	3.45		3.45			120000
(b)	Central Government/ State Government(s)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other Body Corporate	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	10	3358900	-	-	3358900	96.66	3358900	-	3358900	96.66	-	96.66	-	-	3358900
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=	-	10	3358900	-	-	3358900	96.66	3358900	-	3358900	96.66	-	96.66	-	-	3358900



(A)(1)+(A)(2)																	
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*As on date of this draft prospectus 1 Equity share holds 1 vote.

III- Shareholding pattern of the Public shareholder

S.N o.	Category & Name of the Shareholders	PAN	No. of share holders	No. of fully paid up equity share s held	Partl y paid- up equit y share s held	Nos. of shares underl ying Deposit ory Receipt s	Total nos. shares held	Shareh olding % (calculat ed as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities				No. of Shares Underl ying Outstan ding converti ble securiti es (includ ing Warran ts)	Total Sharehold ing , as a % assuming full conversio n of convertibl e securities (as a percentag e of diluted	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Numbe r of equity shares held in demate rialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total 62har e s held (b)	No. (not appli cable) (a)	As a % of total share s held (not applic able)(b)	
									Class Equity Shares of Rs.10/- each	Class Y	Tot al								
	I	II	III	IV	V	VI	VII=IV+ V+VI	VIII	IX				X	XI= VII+ X	XII		XIII		XIV
(1)	Institutions																		
(a)	Mutual Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Venture Capital Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Provident Funds/	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	Pension Funds																
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government(s)/ President of India	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-institutions																
(a)	Individuals																
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		2	116000	-	-	116000	3.34	116000	-	116000	3.34	-	116000	-	-	116000
(b)	NBFCs registered with RBI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	2	116000	-	-	116000	3.34	116000	-	116000	3.34	-	116000	-	-	116000


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

S.No.	Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
									Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+ X	XII	XIII		XIV	
(1)	Custodian/DR Holder																		
(a)	Name of DR Holder (if available)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (c) (1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non- Promoter Non-Public shareholding (C)= (C)(1)+ (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



13. The top ten Shareholders of our Company and their Shareholding is set forth below:-

As on date of this Draft Prospectus, our Company has 12 (Twelve) shareholders.

i. Particulars of the top ten shareholders as on the date of filing of this Draft Prospectus are as follows:

S.No.	Names	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Capital (In Shares)
1.	Akhilesh Chaturvedi	665300	19.15
2.	Dharmesh Chaturvedi	665300	19.15
3.	Paresh Chaturvedi	555800	15.99
4.	Shakti Chaturvedi	422500	12.16
5.	Archana Chaturvedi	406000	11.68
6.	Babita Chaturvedi	287500	8.27
7.	Srishti Chaturvedi	120000	3.45
8.	Sudhattam Chaturvedi	105000	3.02
9.	Atul Babubhai Chauhan (HUF)	100000	2.87
10.	Sudha Chaturvedi	81500	2.35
	Total	3408900	98.10

ii. Particulars of the top ten shareholders ten days prior to the date of filing of this Draft Prospectus are as follows:

Sr. No.	Names	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Capital (In Shares)
1.	Akhilesh Chaturvedi	665300	19.15
2.	Dharmesh Chaturvedi	665300	19.15
3.	Paresh Chaturvedi	555800	15.99
4.	Shakti Chaturvedi	422500	12.16
5.	Archana Chaturvedi	406000	11.68
6.	Babita Chaturvedi	287500	8.27
7.	Srishti Chaturvedi	120000	3.45
8.	Sudhattam Chaturvedi	105000	3.02
9.	Atul Babubhai Chauhan (HUF)	100000	2.87
10.	Sudha Chaturvedi	81500	2.35
	Total	3408900	98.10

iii. Particulars of the top ten shareholders two years prior to the date of filing of this Draft Prospectus are as follows:

Sr. No.	Names	Shares Held (Face Value of Rs. 100 each)	% of Paid Up Equity Shares as on date 2 years prior to the date of filing of the Draft Prospectus*
1.	Akhilesh Chaturvedi	1410	13.39
2.	Dharmesh Chaturvedi	1410	13.39
3.	Paresh Chaturvedi	410	3.89
4.	Sudha Chaturvedi	550	5.22
5.	Babita Chaturvedi	2250	21.37
6.	Shakti Chaturvedi	2250	21.37
7.	Archana Chaturvedi	2200	20.89
8.	Sangeeta Kedia	50	0.48
	Total	10530	100.00

*Details of shares held on September 28, 2016 and percentage held has been calculated based on the paid up capital of our company as on September 28, 2016

14. We have 2(Two) Public shareholders in our Company as on date of draft prospectus.



15. Except as provided below no subscription to or sale or purchase of the securities of our Company was made within three years preceding the date of filing of this Draft Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-Issue share capital of our Company.

Date of Allotment	Name of Shareholders	No. of Equity Shares allotted	% of Pre-Issue Capital	Subscribed/Acquired/ Transfer	Category of Allottees (Promoter/Promoter Group/Director)
May 10, 2018	Babita Chaturvedi	(100000)	2.87	Transfer	Promoter Group
	Atul Babubhai Chauhan (HUF)	100000	2.87	Acquisition by way of Transfer	Public
May 31, 2018	Archana Chaturvedi	(16000)	0.46	Transfer	Promoter Group
	Priyank Lahoti	16000	0.46	Acquisition by way of Transfer	Public
February 22, 2018	Sangeeta Kedia	(16500)	0.47	Transfer	Public
	Paresh Chaturvedi	16500	0.47	Acquisition by way of Transfer	Promoter Group
	Babita Chaturvedi	(355000)	10.22	Gift	Promoter Group
	Akhilesh Chaturvedi	200000	5.76	Gift	Promoter
	Aastha Chaturvedi	50000	1.44	Gift	Promoter Group
	Sudhattam Chaturvedi	105000	3.02	Gift	Promoter Group
	Paresh Chaturvedi	404000	11.63	Gift	Promoter
	Archana Chaturvedi	(304000)	8.75	Gift	Promoter Group
	Sudha Chaturvedi	(100000)	2.87	Gift	Promoter Group
	Shakti Chaturvedi	(320000)	9.21	Gift	Promoter Group
	Dharmesh Chaturvedi	200000	5.76	Gift	Promoter
	Shristhi Chaturvedi	120000	3.45	Gift	Promoter Group
August 28, 2017	Akhilesh Chaturvedi	451200	12.98	Bonus Issue	Promoter and Director
	Dharmesh Chaturvedi	451200	12.98		Promoter and Director
	Paresh Chaturvedi	131200	3.77		Promoter and Director
	Sudha Chaturvedi	176000	5.06		Promoter Group and Director
	Babita Chaturvedi	720000	20.72		Promoter Group
	Shakti Chaturvedi	720000	20.72		Promoter Group
	Archana Chaturvedi	704000	20.26		Promoter Group

None of our Directors or Key Managerial Personnel holds any Equity Shares other than as set out below as on date of Draft Prospectus:

S. No.	Name	Designation	No. of Equity Shares held
1.	Akhilesh Chaturvedi	Chairman & Executive Director	665300
2.	Dharmesh Chaturvedi	Managing Director	665300
3.	Paresh Chaturvedi	Whole-time Director and CFO	555800



16. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing 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 the Draft Prospectus.
17. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
18. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
19. As on the date of this Draft Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up.
20. Our Company has not raised any bridge loan against the proceeds of the Issue.
21. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up equity shares
22. As on the date of this Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
23. The Lead Manager i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of Draft Prospectus.
24. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
25. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
27. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.
30. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
34. As on the date of this Draft Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock



Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. We have 12 (Twelve) shareholders as on the date of filing of the Draft Prospectus.
38. There are no safety net arrangements for this public issue.
39. As per RBI regulations, OCBs are not allowed to participate in this issue.
40. Our Promoters and Promoter Group will not participate in this Issue.
41. This Issue is being made through Fixed Price method.
42. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
43. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.
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.
45. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.
46. For the details of transactions by our Company with our Promoter Group, Group Companies during for the financial years ended on 31st March, 2018, 2017, 2016, 2015 and 2014, please refer to paragraph titled ***“Related Parties Transactions as Restated”*** in the chapter titled ***“Financial Information of the Company”*** on page 175 of the Draft Prospectus. 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 117 of the Draft Prospectus.



OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 17,04,000 Equity Shares of our Company at an Issue Price of [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. To Meet Working Capital Requirements
2. To meet General Corporate Expenses
3. To meet Issue Expenses

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE ("NSE EMERGE"). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our Company is an integrated advertising agency offering a comprehensive range of advertising media services consisting of print media, electronic media and outdoor media services which covers advertisement modes such as newspapers, brochures, magazines, television channels, FM channels and display of outdoor hoardings etc. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

(Collectively referred as the "objects")

Requirement of Funds:-

The following table summarizes the requirement of funds:

Sr. No	Particulars	Amt (₹ in Lacs)
1.	To Meet Working Capital Requirements	[●]
2.	To meet General Corporate Expenses	[●]
3.	To meet Issue Expenses	[●]
	Gross Issue Proceeds	[●]
	Less: Issue Expenses	[●]
	Net Issue Proceeds	[●]

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

Utilization of Net Issue Proceeds: The Net Issue Proceeds will be utilized for following purpose:

Sr.No	Particulars	Amt (₹ in Lacs)
1.	To Meet Working Capital Requirement	[●]
2.	To meet General Corporate Expenses	[●]
	Total	[●]

Means of Finance: - We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amt (₹ in Lacs)
Net Issue Proceeds	[●]
Total	[●]

Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.



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.

We further confirm that no part proceed of the Issue shall be utilised for repayment of any part of unsecured loan outstanding as on date of Draft Prospectus.

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 14 of the Draft Prospectus.

Details of Use of Issue Proceeds:

1. To Meet Working Capital Requirements

Our business is working capital intensive as the capital is invested in trade receivables. The Company will meet the requirement to the extent of ₹ [●] from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(Rs. in lacs)

S. No.	Particulars	Actual (Restated)	Actual (Restated)	Estimated	Estimated
		March 31 st 2017	March 31 st 2018	March 31 st 2019	March 31 st 2020
I	Current Assets				
	Trade receivables	544.47	1000.32	[●]	[●]
	Cash and cash equivalents	187.50	320.86	[●]	[●]
	Short Term Loans and Advances	24.90	19.05	[●]	[●]
	Other Current Assets	5.33	2.26	[●]	[●]
	Total (A)	762.20	1342.49	[●]	[●]
II	Current Liabilities				
	Trade payables	270.45	649.98	[●]	[●]
	Other Current Liabilities	41.26	59.52	[●]	[●]
	Short Term Provisions	7.15	0.00	[●]	[●]
	Total (B)	318.86	709.51	[●]	[●]
III	Total Working Capital Gap (A-B)	443.34	632.98	[●]	[●]
IV	Funding Pattern				
	Short term borrowing & Internal Accruals	443.34	632.98	[●]	[●]
	IPO Proceeds				[●]

Justification:

S. No.	Particulars
Debtors	We expect Debtors Holding days to be at [●] Days for FY 2018-19 based on increased sales of services and better credit Management policies ensuring timely recovery of dues.



Creditors	We expect Creditors payments days to be [●] days due to reduction in credit period.
------------------	---

2. General Corporate Purposes

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 the balance Fresh Issue proceeds aggregating ₹ [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

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 the Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

3. Public Issue Expenses:-

The estimated Issue related expenses includes Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹[●] which is [●] % of the Issue Size.

All the Issue related expenses and the break-up of the same is as follows:

Activity	(Rs. in Lacs)*
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, etc*	[●]
Printing and Stationery and postage expenses	[●]
Advertising and Marketing expenses	[●]
Statutory expenses	[●]
Total Estimated Issue Expenses	[●]

*Included Commission/ processing fees for SCSB, Brokerage and selling commission for Registered Brokers, RTA's and CDPs

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:
(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in
		F.Y. 18-19
1.	To Meet Working Capital Requirement	[●]
2.	General Corporate Purpose	[●]
	Total	

Funds Deployed and Source of Funds Deployed:

Our Statutory Auditors M/s Kedia Gupta & Associates., Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (₹ in Lakh)
Issue Expenses	[●]
Total	[●]

Sources of Financing for the Funds Deployed:

Our Statutory Auditors M/s Kedia Gupta & Associates., Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:



Particulars	Amt (₹ in Lakh)
Internal Accruals	[•]
Total	[•]

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.

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the 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 of funds utilized will be certified by the Statutory Auditors of our Company.

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

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 or investing in any real estate product or real estate linked products.

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 authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be



paid by us to the Promoters and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.



BASIC TERMS OF ISSUE

Authority for the Present Issue

Fresh Issue

This Issue in terms of this Draft Prospectus has been authorized by the Board of Directors pursuant to a resolution dated September 21, 2018 and by the shareholders pursuant to a special resolution passed in an Annual General Meeting held on September 27, 2018 under section 62 (1) (c) of the Companies Act, 2013.

Terms of the Issue

The Equity Shares, being issued, shall be subject to the provisions of the Companies Act, ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms and conditions of the Draft Prospectus, Prospectus, Application form, Confirmation of Allocation Note (“CAN”), the guidelines for listing of securities issued by the Government of India and the Depositories Act, Stock Exchange, RBI, RoC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009, notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

Face Value	Each Equity Share shall have the face value of ₹ 10.00 each.
Issue Price	Each Equity Share is being issued at a price of ₹ [●] each and is [●] times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is [●] and the multiple of [●]; subject to a minimum allotment of [●] Equity Shares to the successful Applicant.
Terms of Payment	100% of the issue price of ₹ [●] per share shall be payable on Application. For more details please refer “ <i>Terms of the Issue</i> ” beginning to page 224 of the Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares being issued pursuant to this issue shall be subject to the provisions of Companies Act, Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see “ <i>Main Provisions of the Articles of Association</i> ” on page 273 of the Draft Prospectus.

Minimum Subscription

In accordance with Regulation [106P] (1) of SEBI ICDR Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation [106P] (1) of SEBI ICDR Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive subscription of 100% of the Issue including devolvement of Underwriters within 60 (Sixty) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed in the Companies Act, the SEBI (ICDR) Regulations and other applicable Laws, if any.

Further, In accordance with Regulation [106R] of SEBI ICDR Regulations, No allotment shall be made pursuant to the Issue, if the number of prospective allottees is less than 50 (fifty).

For further details, please refer to section titled “*Terms of the Issue*” beginning on page 224 of the Draft Prospectus.



BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 100 and 143 respectively of the Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price shall be determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is [●] per share which is [●] times of the face value.

QUALITATIVE FACTORS

- Accreditation with Indian Newspaper Society (INS)
- Experienced Promoters and Management Team
- Cordial relationship with Publication Houses and other advertising media firms
- Cordial relationship with clients leading to recurring business Leveraging the expertise of our Promoters

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 100 of the Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 143 of this Draft Prospectus.

1. Basic & Diluted Earnings per share (EPS):

Sr. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2015-16	2.36	1
2.	FY 2016-17	2.72	2
3.	FY 2017-18	3.46	3
	Weighted Average	3.03	6

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 ₹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.

2. Price Earning (P/E) Ratio in relation to the Issue Price of [●] per share:

Sr. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2017-18	[●]
2	P/E ratio based on the Weighted Average EPS, as restated for FY 2017-18	[●]

3. Return on Net worth (RoNW)*



Sr. No	Period	RONW (%)	Weights
1	FY 2015-16	27.01	1
2	FY 2016-17	23.74	2
3	FY 2017-18	23.19	3
	Weighted Average	24.01	6

*Restated Profit after tax/Net Worth

4. Minimum Return on Net Worth after Issue to maintain Pre- Issue EPS

(a) Based on Basic and Diluted EPS, as restated of FY 2017-18 of ₹ 3.46 at the Issue Price of [●] per share:

- [●] on the restated financial statements.

(b) Based on Weighted Average Basic and Diluted EPS, as adjusted of ₹ 3.03 at the Issue Price of [●] per share:

- [●] on the restated financial statements.

5. Net Asset Value (NAV) per Equity Share (based on weighted average number of shares) :-

Sr. No.	As at	NAV (₹)
1.	March 31, 2016	8.74
2.	March 31, 2017	11.45
3.	March 31, 2018	14.91
4.	NAV after Issue	[●]
	Issue Price	[●]

Comparison of Accounting Ratios with Industry Peers

We believe that none of the listed companies in India are engaged in a portfolio of business similar to ours.

- The face value of our shares is ₹10.00 per share and the Issue Price is of [●] per share which is [●] times of the face value.
- Our Company in consultation with the Lead Manager believes that the Issue Price of [●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with section titled **"Our Business"**, **"Risk Factors"** and **"Financial Information of the Company"** beginning on page 100, 14 and 143 respectively including important profitability and return ratios, as set out in **"Note 24"** to the Financial Information of the Company on page 178 of the Draft Prospectus to have a more informed view.



STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
DAPS Advertising Limited
128, Clyde House, Office No. 9-B,
The Mall, Kanpur, Uttar Pradesh 208001, India

Dear Sir,

Sub: Statement of Possible Tax Benefits ('The Statement') available to DAPS Advertising Limited ('The Company') and its shareholders prepared in accordance with the requirement in SCHEDULE VIII- CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ('The Regulation')

We hereby report that the enclosed annexure prepared by DAPS Advertising Limited, states the possible special Tax benefits available to DAPS Advertising Limited ('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 statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. 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 Draft Prospectus/ 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 Kedia Gupta & Associates
Chartered Accountants

Sd/-`

(Ajay Kumar Kedia)
Partner
M. No. 074354
Place: Kanpur
Date: 26-09-2018

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY **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.

INDUSTRY OVERVIEW

Except as otherwise indicated, the information contained in this section is derived from a report titled “Print Advertising in India”, dated May 2018, prepared by CRISIL Research. Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current.

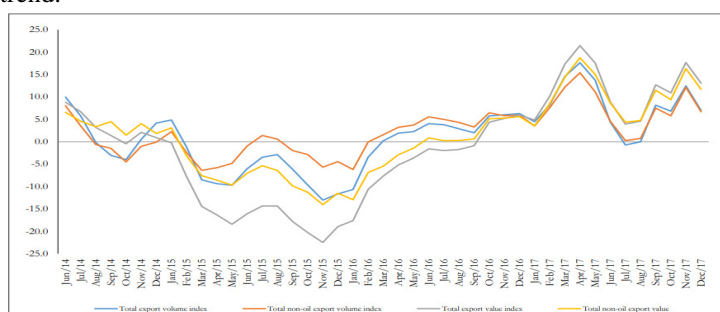
Further, in this regard, CRISIL Research has issued the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company covered in the Report and no part of this report should be construed as an expert advice or an investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of foregoing, nothing in the report is to be construed as CRISIL providing or intending to provide any service in jurisdiction where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regards. CRISIL Research operates independently of and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.

GLOBAL ECONOMIC OVERVIEW

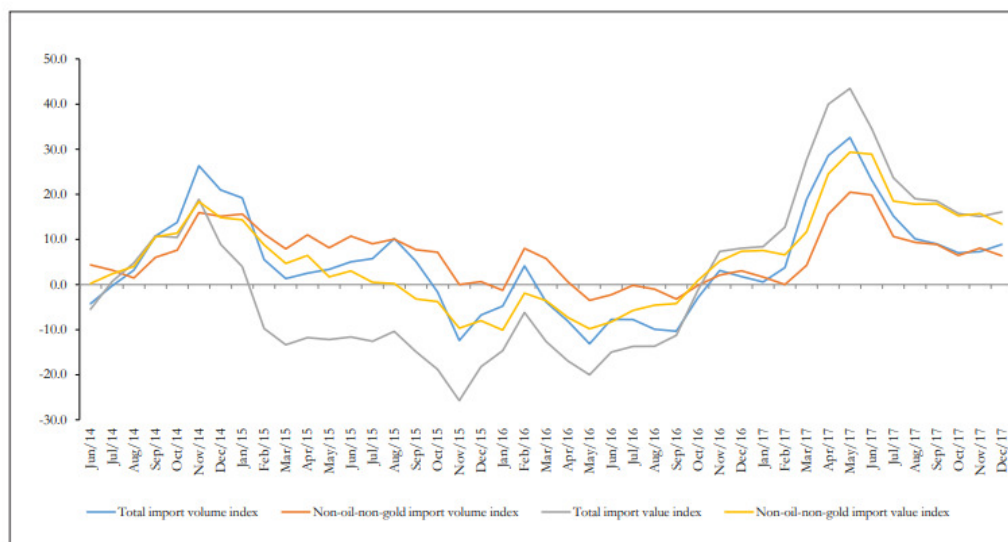
The global economy is gathering pace and is expected to accelerate from 3.2 per cent in 2016 to 3.6 percent in 2017 and 3.7 percent in 2018 which reflects an upward revision of the earlier projections by the IMF (Table 1). The upward revision in world growth is supported by better than expected results in the first half of 2017 in Euro Area, Japan, emerging Asia and Russia even though there are downward revisions in USA and UK. World trade volume is projected to increase from 2.4 percent in 2016 to 4.2 percent in 2017 and 4.0 percent in 2018. Commodity prices (Oil and Nonfuel) are also expected to grow, in contrast to previous years of decline. According to the IMF (October 2017), global recovery is not yet complete, as inflation is still below the target in most advanced economies and commodity exporters, particularly fuel exporters have been hit due to fall in oil prices. While short term risks are broadly balanced, medium-term risks are still tilted towards the downside.

India’s positive export growth in 2016-17 owed to the positive growth of both POL and non POL exports at 3.2 per cent and 5.4 per cent respectively. In 2017-18 (April-December) export growth was 12.1 per cent, with POL and non POL growth at 18.5 per cent and 11.2 per cent respectively. India’s export volume growth (3MMA), which moved to positive territory since March 2016, showed an upward trend till April 2017, but started decelerating though it was still broadly in positive territory. Since August 2017, it has again picked up and increased sharply in November 2017 in tandem with the sharp increase in export value growth. However, in December the growth rate of export volume and value index decelerated. Non-oil export volume index followed a similar trend.



Growth in Value / Volume Index of Exports: 3MMA(%) 2013-14=100

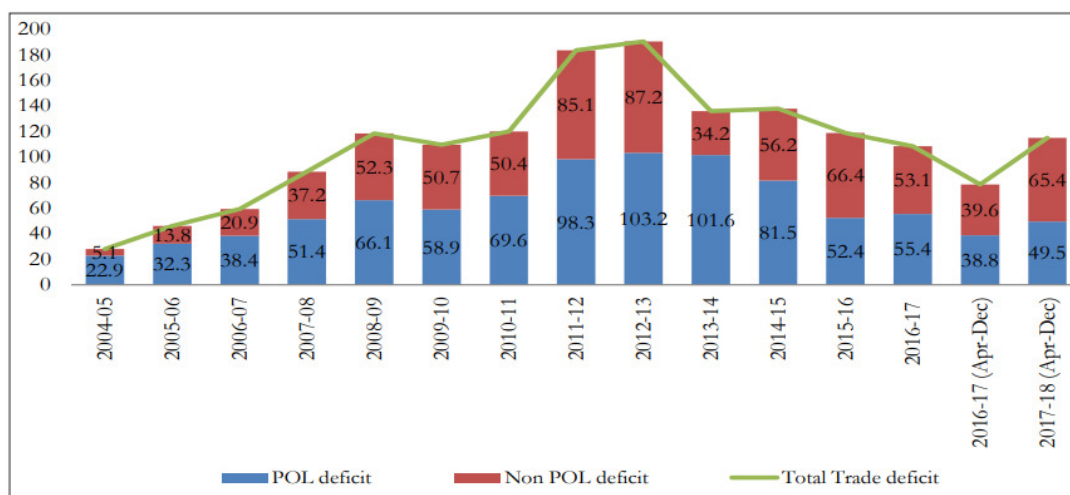
(Source: Economic Survey 2017-18)



Growth in Value / Volume Index of Imports: 3MMA(%) (2013-14=100)

- Trade Deficit**

India's trade deficit (on custom basis) which had registered continuous decline since 2014-15, widened to US\$ 74.5 billion in H1 of 2017-18 from US\$ 43.4 billion in H1 of 2016-17. India's trade deficit was US\$ 108.5 billion in 2016-17, with the reduction in both POL deficit and non POL deficit. In 2017-18 (April-December) trade deficit (on customs basis) shot up by 46.4 per cent to US\$ 114.9 billion with POL deficit growing by 27.4 per cent and non-POL deficit by 65.0 per cent.



POL and Non-POL Total Deficit (US\$ billion)

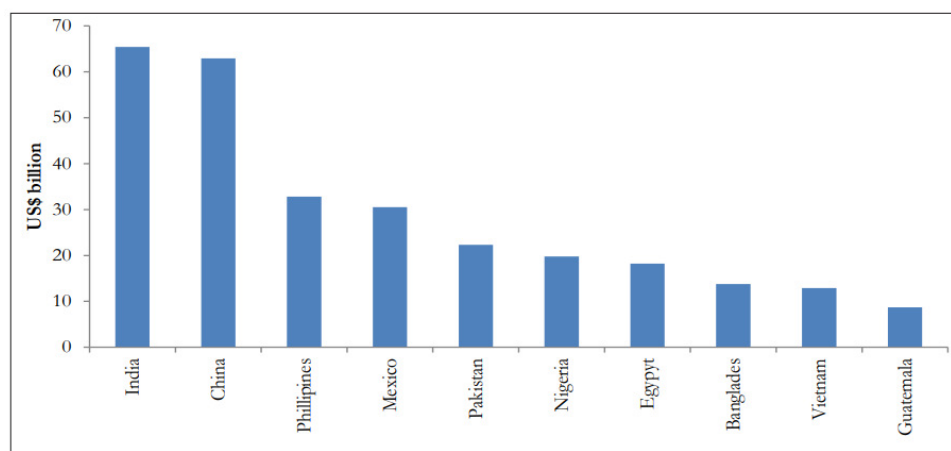
(Source: Economic Survey 2017-18)

- Remittance Receipt**

India has remained one of the major recipients of cross border remittances and according to the World Bank (October 2017), India will remain a top remittance recipient country in 2017, followed by China, the Philippines, and Mexico. However, the private transfers (gross) infows to India declined by 6.1 per cent in 2015-16 and 6.5 per cent in 2016-17. This was due to



constrained labour market conditions in the source countries, particularly GCC (Gulf Cooperation Council) countries, largely caused by the fall in international crude oil prices. Gross private transfer inflows fell to US\$ 65.6 billion and US\$ 61.3 billion in 2015-16 and 2016-17 respectively from US\$ 69.8 billion in 2014-15. According to the World Bank, (October 2017), the number of Indian workers emigrating to Saudi Arabia (India's third largest remittance sender) dropped from 3.0 lakhs in 2015 to 1.6 lakh in 2016; and to the United Arab Emirates (India's largest inward remittance contributor) from 2.2 lakh in 2015 to 1.6 lakh in 2016. Total Indian workers outflow fell from 7.8 lakh in 2015 to 5.1 lakh in 2016. Among the structural factors, tightening norms of hiring foreign workers in USA, labour market adjustment in GCC countries and rising anti-immigration sentiments in many source countries pose considerable downside risk.



Top Remittance Receivers in 2017

(Source: Economic Survey 2017-18)

OVERVIEW OF THE INDIAN SCENARIO

After registering GDP growth of over 7 per cent for the third year in succession in 2016-17, the Indian economy is headed for somewhat slower growth, estimated to be 6.5 per cent in 2017-18. This is slightly lower than the range of 6.5 per cent to 6.75 per cent being currently projected based on recent developments. Even with this lower growth for 2017-18, GDP growth has averaged 7.3 per cent for the period from 2014-15 to 2017-18, which is the highest among the major economies of the world. That this growth has been achieved in a milieu of lower inflation, improved current account balance and notable reduction in the fiscal deficit to GDP ratio makes it all the more creditable. In addition to the introduction of GST, the year also witnessed significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks, further liberalization of FDI, etc., thus strengthening the momentum of reforms. After remaining in negative territory for a couple of years, growth of exports rebounded into positive one during 2016-17 and strengthened further in 2017-18. There was an augmentation in the spot levels of foreign exchange reserves to close to US\$ 414 billion, as on 12th January 2018.

With Gross Domestic Product (GDP) growth averaging 7.5 per cent between 2014-15 and 2016-17, India can be rated as among the best performing economies in the world on this parameter. Although growth is expected to decline to 6.5 per cent in 2017-18, bringing the 4-year average to 7.3 per cent, the broad story of India's GDP growth to be significantly higher than most economies of the world does not alter. The growth is around 4 percentage points higher than global growth average of last 3 years and nearly 3 percentage points more than the average growth achieved by emerging market & developing economies (EMDE).

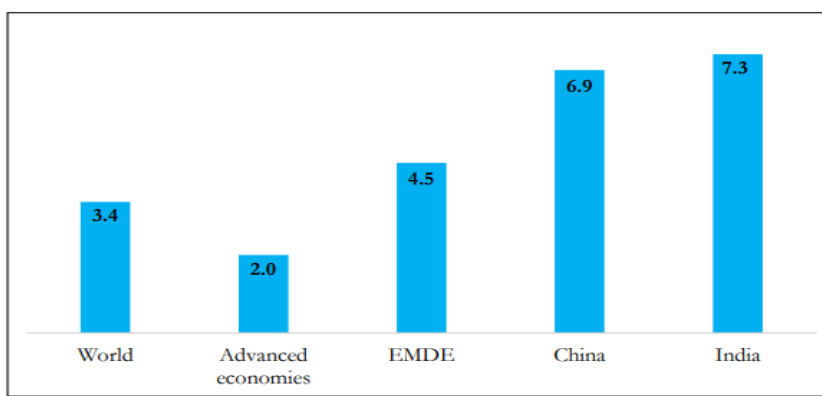
The past year has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in July 2017. With a policy change of such scale, scope, and complexity, the transition unsurprisingly encountered challenges of policy, law, and information technology systems, which especially affected the informal sector. Expedient responses followed to rationalize and reduce rates, and simplify compliance burdens.

Macroeconomic developments this year have been marked by swings. In the first half, India's economy temporarily "decoupled," decelerating as the rest of the world accelerated – even as it remained the second-best performer amongst major

countries, with strong macroeconomic fundamentals. The reason lay in the series of actions and developments that buffeted the economy: demonetization, teething difficulties in the new GST, high and rising real interest rates, an intensifying overhang from the TBS challenge, and sharp falls in certain food prices that impacted agricultural incomes.

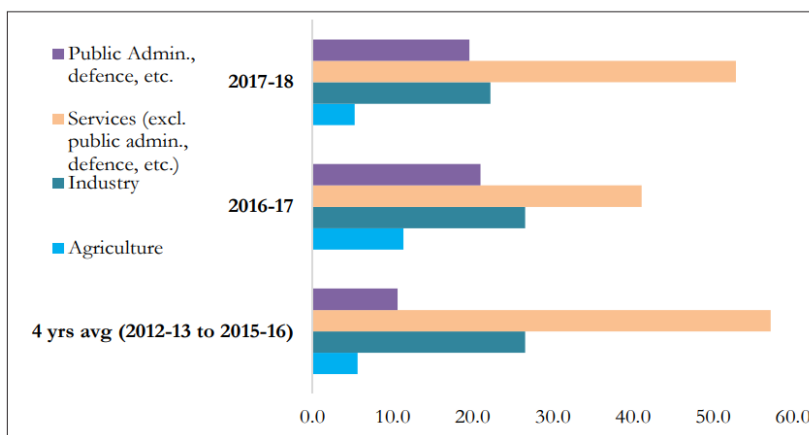
In the second half of the year, the economy witnessed robust signs of revival. Economic growth improved as the shocks began to fade, corrective actions were taken, and the synchronous global economic recovery boosted exports. Reflecting the cumulative actions to improve the business climate, India jumped 30 spots on the World Bank's Ease of Doing Business rankings, while similar actions to liberalize the foreign direct investment (FDI) regime helped increase flows by 20 percent. And the cumulative policy record combined with brightening medium-term growth prospects received validation (as argued for in Box 1 of last year's Economic Survey, Volume I) in the form of a sovereign ratings upgrade, the first in 14 years.

These solid improvements were tinged with anxieties relating to macro-economic stability. Fiscal deficits, the current account, and inflation were all higher than expected, albeit not threateningly so, reflecting in part higher international oil prices—India's historic macroeconomic vulnerability



Average Growth of GDP during 2014-17 (percent)
(Source: Economic Survey 2017-18)

After declining in previous few quarters, GVA growth picked up to 6.1 per cent in Q2 of 2017-18. The increasing trend of GVA growth of 'Agriculture & allied' sector since last quarter of 2015-16 was reversed from Q4 of 2016-17. The decline in growth of industry had started in the Q1 of 2016-17 and the growth was particularly low in Q4. However, the growth of industry picked up in Q2 of 2017-18. GVA growth of manufacturing sector declined in each of the successive quarters from Q4 of 2015-16 (barring third quarter (Q3) of 2016-17) till Q1 of 2017-18, when it reached 1.2 per cent. It recovered sharply to 7.0 per cent in Q2 of 2017-18.



Percentage contribution to GVA growth

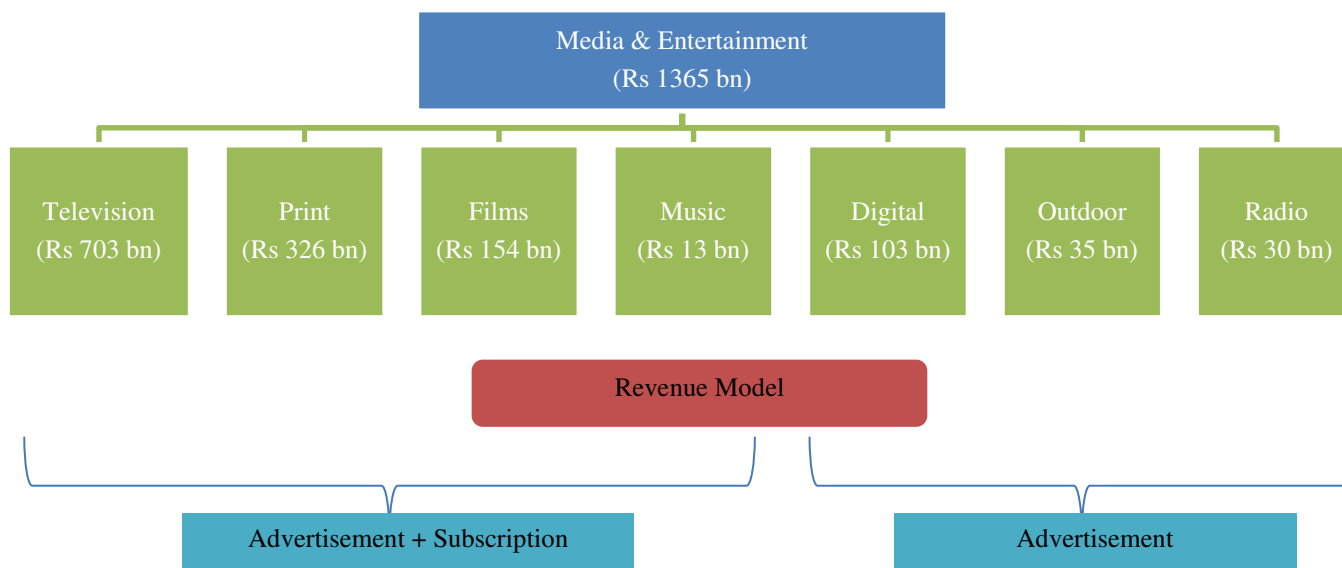
(Source: Economic Survey 2017-18)



INDIAN MEDIA & ENTERTAINMENT INDUSTRY

1.1 Overview

The Indian economy has been in the spotlight because of its rapid pace of growth and robust investment potential. The country's media and entertainment (M&E) industry has also been expanding at a steady ~11% compound annual growth rate (CAGR) over the past four years. Increasing demand and continuous expansion in the reach of its various segments have served the industry well. Regulatory changes made by the authorities and governing bodies in different segments have also contributed to growth. CRISIL Research classifies the media and entertainment industry as follows:



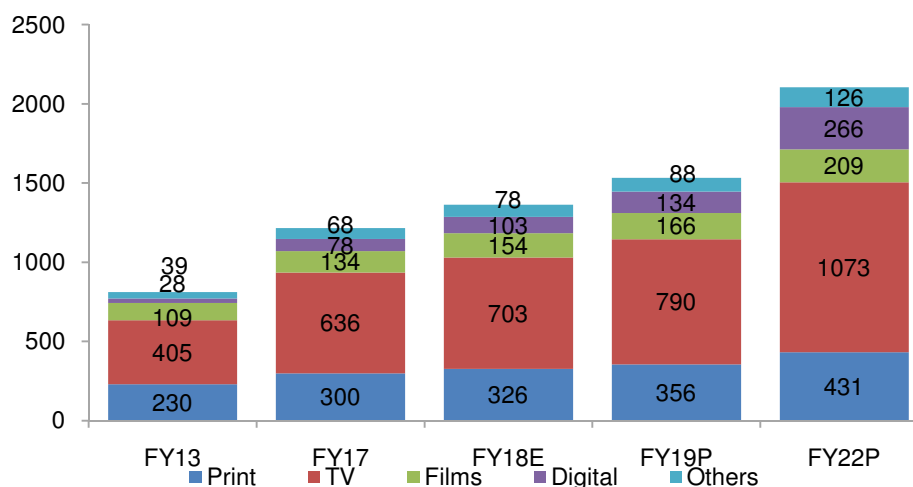
Note: The figures in bracket represents estimated segment size as of fiscal 2018

Source: CRISIL Research

Steady growth forecast for next five years, driven by digital segment

The M&E industry is estimated to grow at 12-13% on-year in fiscals 2018 and 2019 on account of improving macroeconomic factors coupled with the completion of digitisation (to a large extent) in Phase IV, hike in the cover pieces of newspapers, rising ad rates, strong content pipeline at the box office, break-even of newly launched radio channels in smaller cities, and increasing digital ad spending by advertisers. We expect the sector to grow at ~12% CAGR between fiscals 2018 and 2022 and cross Rs 2 trillion by fiscal 2022.

Media and entertainment - Industry revenue



(Rs. in billion)

P: Projected ; E: Estimated

Note: Others include outdoor, radio and music

Source: CRISIL Research

Better measurability will increase advertisement budget

The total advertising revenue across various segments has grown at 13% CAGR over the past four years to reach Rs 600 billion in fiscal 2017. The expansion was driven by a continuous increase in advertising spends on television (largely preferred by advertisers) and newspapers (as circulation and reach expand, particularly for non-English newspapers).

Spending on advertisements in the digital media has risen significantly in recent times, as companies allocate a larger portion of their advertising budgets to target a growing population of tech-savvy consumers. Also, television recorded a higher growth compared with print, backed by its wider reach and acceptance among advertisers amid the ongoing digitisation. Advertisers are seen focusing on regional and/or local advertisements. With the increasing focus on regional media and its comparatively lower cost of advertising, a substantial number of regional and/or local advertisers have raised volumes of advertisements. Moreover, the Broadcast Audience Research Council (BARC) ratings reinforce this segment. The Lok Sabha elections in 2019 will also drive spending on advertisements. Thus, CRISIL Research expects an on-year growth of ~13% and ~14% in fiscal 2018 and 2019, respectively.

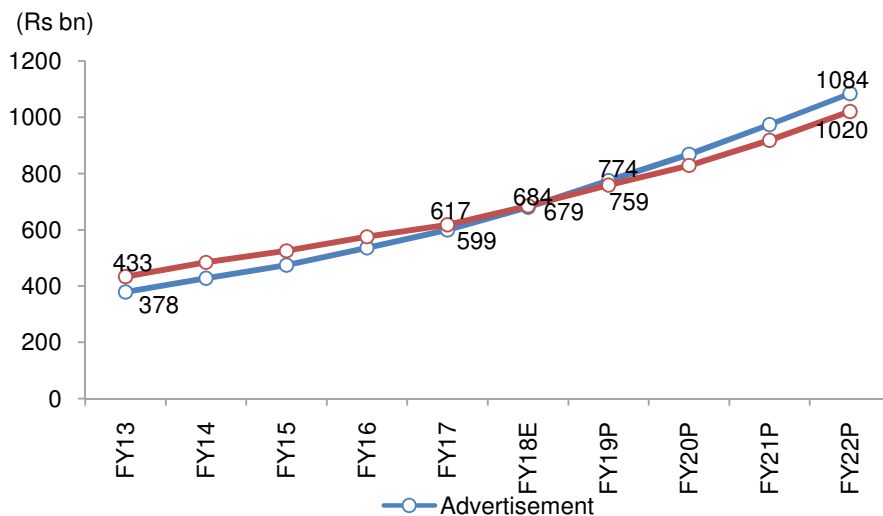
Industry to be driven by advertisement as compared to subscription in past

Subscription (non-advertising) revenue is expected to cross ~Rs 1 trillion by fiscal 2022, after growing at a five-year CAGR of 9%, driven by:-

- The shift towards digital distribution platforms to widen digital television subscriber base
- Increasing reach of satellite television and expected launch of niche channels as well as pay TV channels across genres which will aid growth
- Rising literacy, translating into higher newspaper circulation and readership. However, this segment would also face competition from online content, leading to slower growth in subscriptions
- Continuing growth in theatrical collections of movies, due to the increasing number of multiplexes and average ticket prices, along with rising revenue from ancillary streams such as cable, satellite and digital rights
- Increasing number of consumers listening to music or downloading content on mobile phones with rising telecom penetration and a sharp uptick in data consumers



Break-up of advertisement and subscription revenue



P: Projected; E: estimated

Source: CRISIL Research

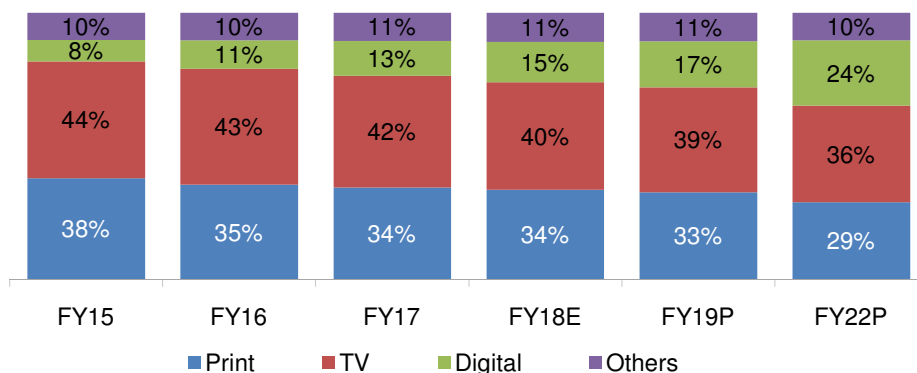
In the past four years, subscription revenue accounted for a larger share than revenue from advertisements. In fiscal 2018, the industry crossed an inflection point where both had an equal share of total industry revenue. Going forward, the trend is expected to reverse and advertisements will dominate subscription revenue.

1.2 Advertisement spend distribution across segments

Ad spending distribution to shift - digital advertising to surge, drop in share of television to be limited amid digitisation and better measurability

CRISIL Research believes the share of digital advertising in total advertising spending will rise to 24% by fiscal 2022 from 13% currently. Radio's share is also expected to expand amid the launch of new FM Phase III channels. The share of print media will decline to 30% in fiscal 2022 from an estimated 35% in fiscal 2017, in line with the global trend. Television will remain the preferred medium for advertising, given its reach across a wide target audience. However, the share of television in total advertising spending is projected to shrink marginally.

Break-up of advertising spends by media





P: Projected; E: Estimated

Note: 'Others' includes advertising revenue from radio, outdoor and films.

Source: CRISIL Research

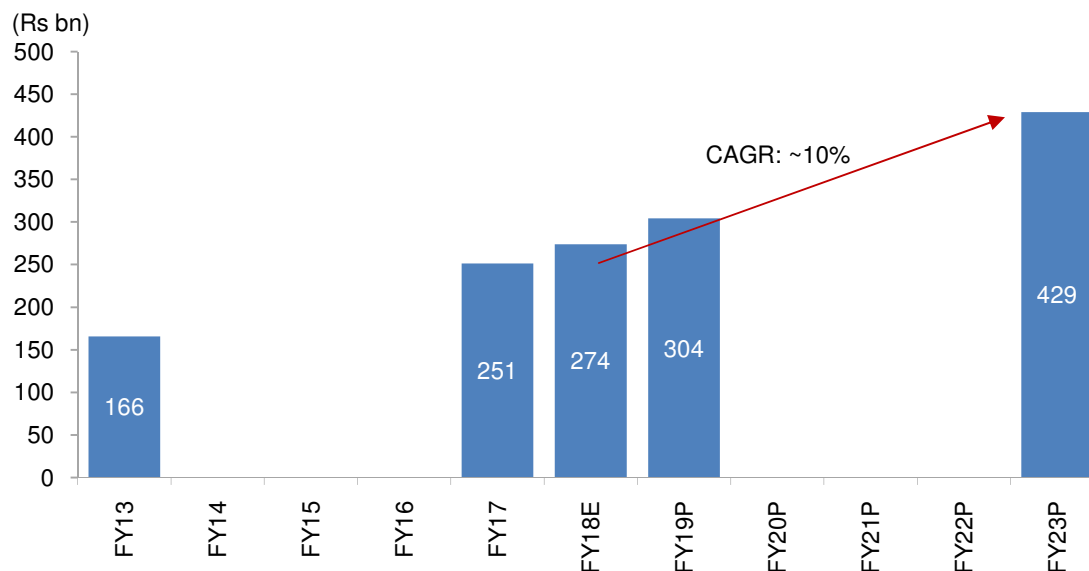
More zing to TV ad revenue in near term

Television (TV) is the most widely used, traditional, and expensive media for advertisement. CRISIL Research expects the TV advertisement revenue to grow at a CAGR of ~10% from fiscals 2019 to 2024. Growth will majorly be led by the following factors:

- Rising TV penetration will attract advertisers. The total active subscribers is expected to reach ~187 million and ~227 million by fiscals 2019 and 2023, respectively. By fiscal 2023, TV penetration is expected to reach 73%, from 63% and 65% in fiscals 2018 and 2019, respectively.
- The government will go on publicity spree for state and Lok Sabha elections in 2019. However, growth on account of government spend on elections is estimated to be only 100-150 basis points (bps) in fiscal 2019, as majority of the ads will be aired on news channels as compared with general entertainment channels (GECs) having high ad rates. The typical ad rates (per 10 sec ad spot) for popular news channels range Rs 500-2500, while for popular GECs, it is above Rs 50,000 based on the time slot.
- Hike in ad rates of key channels like Zee TV, Sony, Star Plus, etc. will increase ad revenue, considering high competition among advertisers for airtime on these channels, and limited inventory available to the broadcasters.
- The sports genre will also pump in higher ad spends, as events such as FIFA World Cup, Cricket World Cup and Indian Premier League are lined up over the next one or two fiscals. The normal ad rate for sports channels typically ranges between Rs 150-350 per second, while it can zoom up to Rs 2.5 lakh per second for World Cups and other major sporting events.
- Introduction of Broadcast Audience Research Council (BARC) India rating, which takes into account a higher proportion of rural households in its sample, will support advertising revenue for free-to-air (FTA) and regional channels, as they receive higher viewership ratings compared with the earlier Television Audience Measurement ratings (see separate section below for details).
- Rising traction for DD Free Dish, whose revenue is completely ad based, will support growth. Players like SAB, MAX, etc. are eyeing FTA channels in order to reach audiences in Phase IV areas (primarily). In addition, the ad rates for an FTA channel is 35-40% of the rate for a pay TV channel. Thus, increasing viewership of these FTA channels will catch advertisers' attention.
- The availability of input credit under the Goods and Services Tax (GST) regime will also provide leeway to advertisers, especially for sectors such as fast moving consumer goods, consumer durables, retail, lifestyle, health, etc. Further, new launches by automobile companies will fuel ad spends.



Structural changes to propel ad revenue growth



E: Estimated, P: Projected

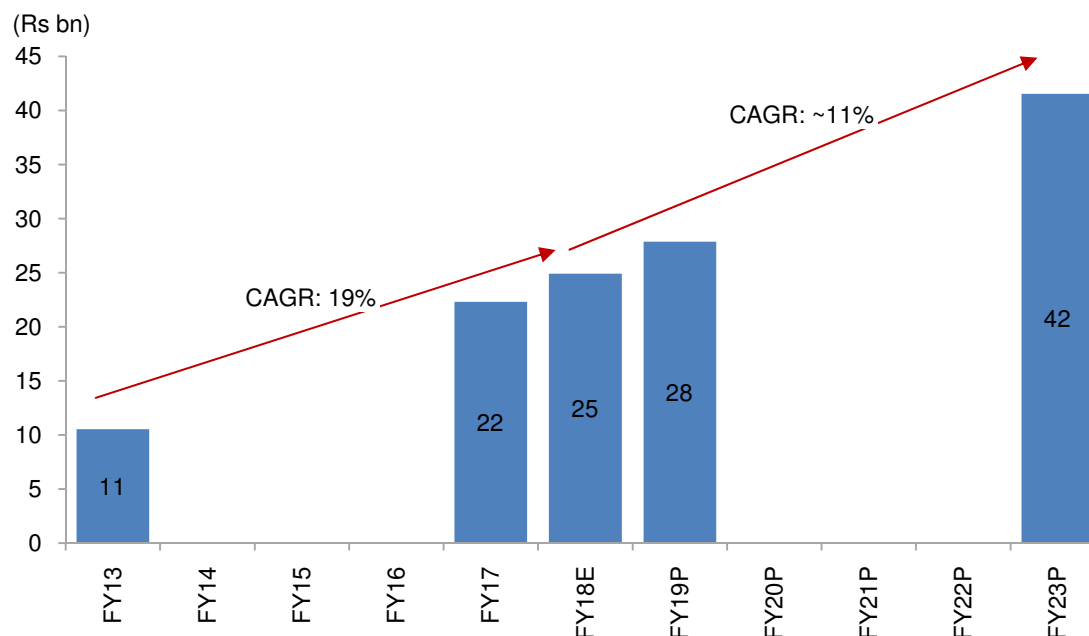
Source: CRISIL Research

Wider reach, hike in ad rates to drive radio advertisements

The radio segment's revenue has grown at ~19% CAGR between fiscals 2013 and 2018 to Rs 25 billion (as of fiscal 2018) with overall rise in ad volume and rates as radio is largely considered as the cheapest primary advertisement channel by advertisers. The segment accounted for ~3% of the overall media and entertainment industry and ~5% of total advertisement revenue of the industry as of fiscal 2018.

Following tepid growth in fiscal 2017 due to demonetisation, the segment is estimated to have grown by ~12% on-year in fiscal 2018. We foresee 14-16% on-year growth in fiscal 2019 as the effects of GST implementation fade out. Moreover, political advertising will pick up, led by Lok Sabha elections and state elections in Madhya Pradesh, Chhattisgarh, Karnataka, thereby driving growth. CRISIL Research expects the segment to grow at ~11% CAGR between fiscals 2018 and 2023, driven by higher ad rates, launch of new channels and higher inventory utilisation of existing channels. Besides this, traction in local advertising will also push the segment as it is a key medium of advertisement in rural areas. In addition, the increasing transit time in metros and tier-I cities will drive growth of the segment in those cities. On the other hand, losses from the new channels to be launched by the players will offset growth to some extent.

Lower ad rates of newer channels to weigh down growth in next five years



P: Projected; E: Estimated

Source: CRISIL Research

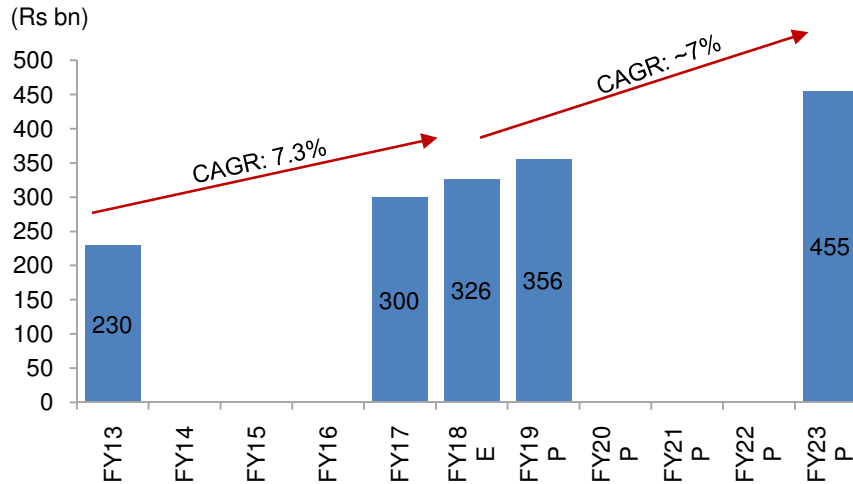
2. Indian print industry: Rising readership and penetration to propel growth

2.1 Global Vs Indian scenario

Globally, the print industry's revenue has been declining consistently, thanks to the shift to the digital medium of news consumption. As per industry estimates, in 2015, the circulation of paid dailies de-grew by ~12% and ~2% on-year in United kingdom and United States of America respectively. However, the Indian market seems to be going strong in print, due to the availability of vernacular content.

The newspaper industry is estimated to grow ~9% annually in fiscals 2018 and 2019 from ~Rs 300 billion in fiscal 2017, on rising penetration in regional markets, launch of new editions, increasing ARPC (average realisation per copy), and higher ad spend among others. Also, with increasing literacy rates, the readership of newspapers has also increased, as evident from the results of the Indian Readership Survey, 2017, which will drive growth.

Advertisement revenue to hold more than three-fourth of total revenue by fiscal 2023



P: Projected; E: Estimated

Source: CRISIL Research

2.2 Growth enablers for Indian print industry

Some key factors enabling the growth of the print industry in India are:

Affordability: The cover price of a typical Indian newspaper is in the range of Rs 2 to Rs 8, which is much lower than the cover prices in other western countries. Usually, the average cover price of a newspaper in the western countries is close to \$2. Thus, newspapers in India are quite affordable even for the rural population.

Trust: Indian consumers have a sense of trust and credibility in the print medium. Further, Indians have developed habit of reading newspapers in the physical format. It has become a routine for most readers. So, they are reluctant to shift to the digital medium for news consumption.

Availability: Newspapers in India are available even in small villages. They are usually delivered to the subscribers' premises but one can easily purchase the copies at retail shops/counters. Therefore, villagers who don't have access to television primarily rely on print media and radio.

Language: Indian newspapers are available in many regional languages (other than Hindi and English) which provide comfort to the readers. The circulation of regional newspapers is also increasing, which indicates stronger demand for vernacular newspapers.

2.3 Readership surged across languages in four years

In January 2018, the Readership Studies Council of India (RSCI) and Media Research Users Council (MRUC) released the Indian Readership Survey (IRS) 2017 report. The report covered a full-year sample of 320,000 households.

According to the survey, newspaper readership saw a ~39% increase with ~40 million new urban readers. Urban areas saw readership increase from 152 million in 2014 to 193 million in 2017, most of which came from the launch of new publications). And ~70 million new rural readers were added between 2014 and 2017 indicating that the increase in readership in rural areas is also reflective of the improving literacy rates in these regions. In addition, the survey revealed that ~110 million new readers have been added across age groups. The bulk of this new readership comes from rural India. The rapid growth in rural readership shows the print media is very much alive in India compared with western countries.

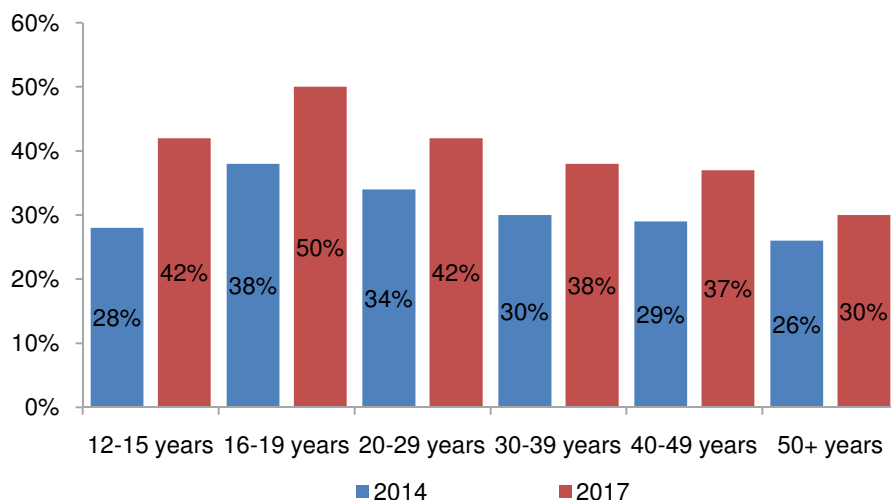
Rural readers vis-a-vis urban readers

Read in last 1 month	All India		Urban		Rural	
	2014	2017	2014	2017	2014	2017
Dailies	31%	39%	47%	53%	22%	31%
Readers (in millions)	295	407	152	193	143	214

Source: Industry

Highest growth in readership of dailies has come from the youngest age-group – 12-15 years, which grew by 14%. The survey also shows that newspaper reading (hard copy) is still a habit among the younger demographic. Newspaper readership was 50% in the 16-19 years age group, the highest in any age segment, followed by 42% in the 20-29 years age group. This shows a huge potential for print media houses, particularly in this segment, which has always been seen as dominated by smart devices.

Dailies' readership base expands across age groups



Source: Industry

2.4 Circulation trend: From localisation to hyper-localisation

Traditionally, the newspapers were mostly circulated in Hindi language, as Indians naturally tended to read (and speak) content in their native language. This is known as localisation. Gradually, English content also became popular (mostly in metros and other urban areas) in the print media. Now, given the saturation of market for English language print media (mostly in metros), players are targeting the large untapped vernacular market and establishing their presence in extremely niche markets; this phenomenon is termed as hyper-localisation.

As per the 2001 Census, 29 languages reportedly have more than one million native speakers. As a significant portion of Indians live in rural areas, regional language newspapers may be able to tap that market. In fact, the Indian Readership Survey 2017 shows a jump in rural readership from 22% in 2014 to 31% in 2017.

Top 5 Hindi and other regional languages' newspaper readership:-

Hindi readership (in millions)	2014	2017
DainikJagran	16	70
Hindustan	14	52
DainikBhaskar	13	45



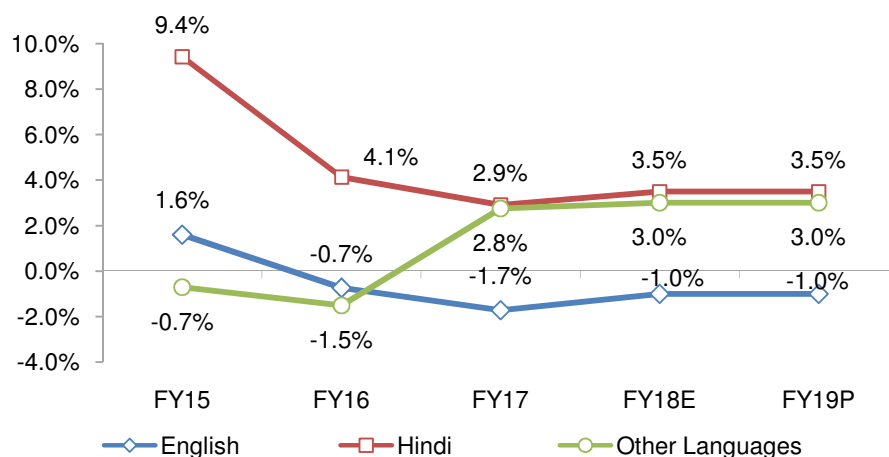
Amar Ujala	7	46
Rajasthan Patrika	8	16

'Other regional languages' readership (in millions)	2014	2017
Daily Thanthi	8	23
Lokmat	6	18
MalayalaManorama	9	16
Eenadu	5	16
Ananda Bazar Patrika	6	13

Source: Industry

As evident from the graph below, the circulation of other regional languages (other than Hindi) grew 2.8% on-year in fiscal 2017 compared with a decline over the past fiscals. The trend is expected to continue, with ~3% on-year growth in fiscals 2018 and 2019. Circulation of Hindi newspapers is also expected to grow at 3.5% on-year. Growth will be led by higher readership, launch of new regional editions, new publishing centres, and deepening presence in existing markets.

Yearly circulation growth of newspapers



E: Estimated; P: Projected

Note: Hindi includes bilingual as well.

Source: Industry, CRISIL Research

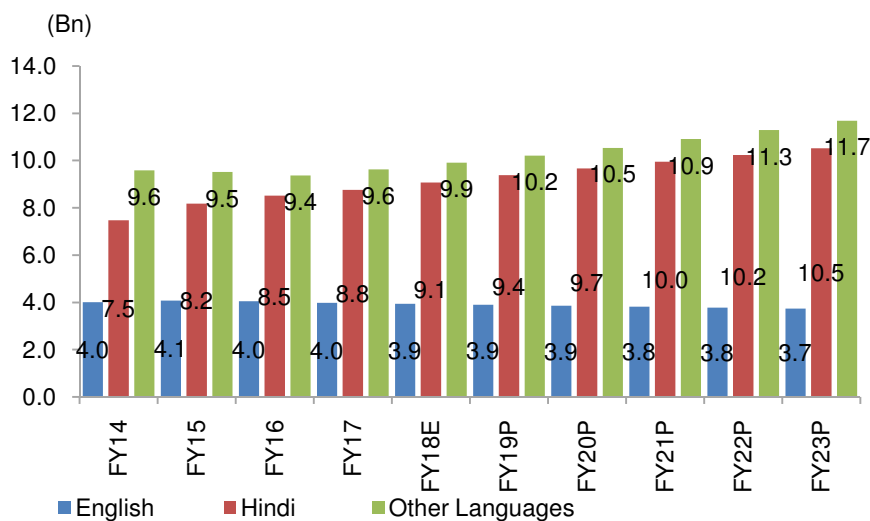
With rising literacy and inclination towards digital media, young English newspaper readers are losing interest in physical papers. This is reflected in the circulation figures of English newspapers, which has been declining over the past two fiscals; the same trend is expected in fiscals 2018 and 2019. However, readership increased from 2014 to 2017 on the back of increased literacy. This, along with ad revenue will sustain English newspapers in the medium term.

Top five English newspapers' readership:-

English readership (in millions)	2014	2017
Times of India	7	13
Hindustan Times	4	7
The Hindu	1	5
Mumbai Mirror	1	2
The economic times	1	3

Source: Industry

The share of English newspapers in total circulation revenue, though, is expected to shrink ~100 bps on-year in fiscal 2019. Although digital presence of newspaper companies may reach 'lost-out' customers, but monetising the same is a key issue. In contrast, hike in cover prices and increased circulation of Hindi newspapers will increase its share in total circulation revenue. Circulation of English newspapers declining owing to digital news consumption

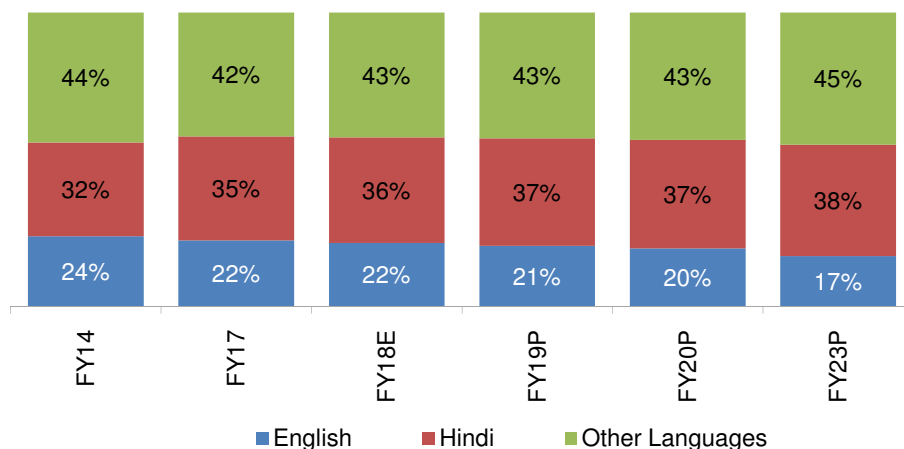


E: Estimated; P: Projected

Note: Hindi includes bilingual.

Source: Industry, CRISIL Research

Contribution of English newspapers-to-circulation revenue to continue declining

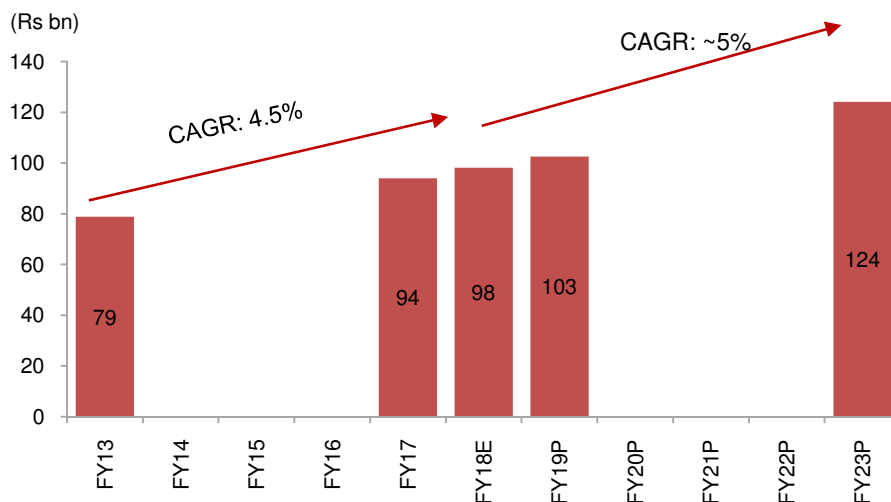


E: Estimated; P: Projected

Note: Hindi includes bilingual.

Source: CRISIL Research

Subscription revenue to grow at a five-year CAGR of ~5% from fiscal 2018 to 2023



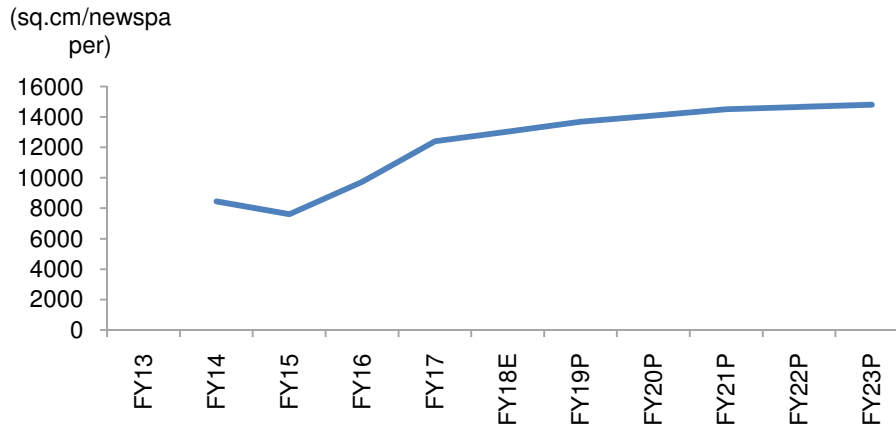
P: Projected; E: Estimated

Source: CRISIL Research

2.5 Advertisements: As GST impact abates, key sectors to increase ad spend

Revenue from advertisements in fiscal 2018 is estimated to have risen ~11% on-year vis-a-vis ~8% on-year growth in fiscal 2017, with the pace in fiscal 2019 projected to sustain at ~11% on-year as ad spends increase following the transitory disruptions caused by the implementation of the Goods and Services Tax (GST) fading. Also, rising readership and circulation will prompt advertisers to increase ad spends. This means in turn a growing opportunity for Indian advertisers.

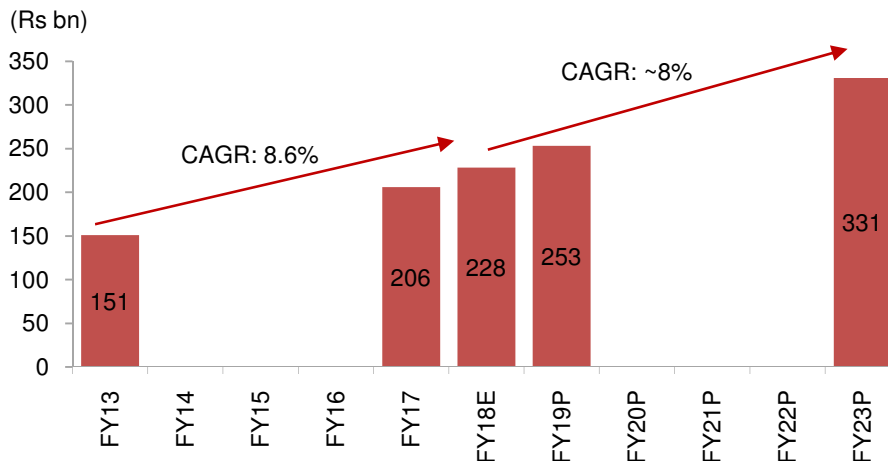
Increase in weighted average ad area per newspaper with increase in number of pages will add to advertisement revenue. In fact, CRISIL Research expects weighted average ad area per newspaper to rise ~5% on-year in fiscal 2019. Weighted average ad area per newspaper on rise



P: Projected; E: Estimated

Source: Press in India report, CRISIL Research

Advertisement revenue to grow at a five-year CAGR of ~8% from fiscals 2018 to 2023



P: Projected; E: Estimated

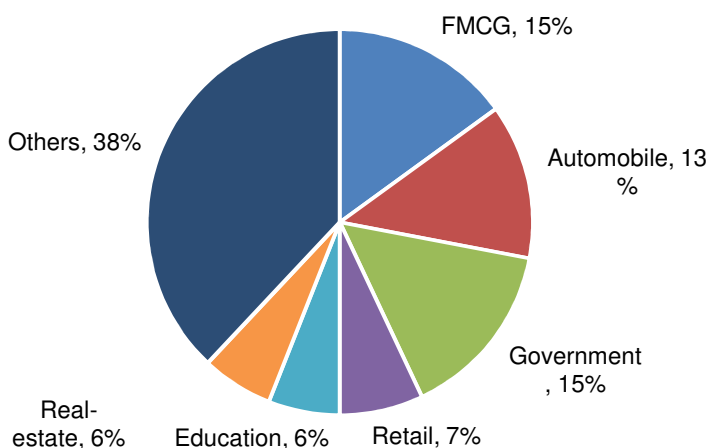
Source: CRISIL Research

FMCG will be the key sector driving print advertisements, followed by automobiles, government, retail, real-estate and education. The roll-out of GST had put pressure on ad spend by FMCG, retail and automobile players. However, ad spend by these key segments increased in fiscal 2018 as the GST rates have been clarified and consumer spending reviving. New launches by automobile companies will increase their ad spend, primarily in English newspapers. However, real-estate has been impacted since demonetisation. This sector drives yields owing to full-page ads on front pages, back pages. In addition,



with Real Estate (Regulation and Development) Act coming into force, advertisers have postponed spends till the time the Act is adopted at the city level. In fact, the contribution of this sector to total print ad revenue declined ~500 bps on-year in fiscal 2018.

Real-estate ad contribution declined ~500 bps on-year in fiscal 2018



Source: Industry, CRISIL Research

However, in fiscal 2019, factors such as government's proposal for affordable housing and low interest on home loans are expected to revive ad revenue from the real state sector. Now that the results of Indian Readership Survey 2017 are out, it will further provide impetus to advertisers to increase their ad spends. But, the larger print players will have more negotiation power owing to their high readership (or reach), thereby leading to a hike in ad rates.

The contribution of government in total advertisement spend will decline in fiscal 2019 owing to Lok Sabha election. However, the increase in ad spend by political parties will neutralise the impact; as per the rules, spending on advertisement is not allowed through the public exchequer during elections.

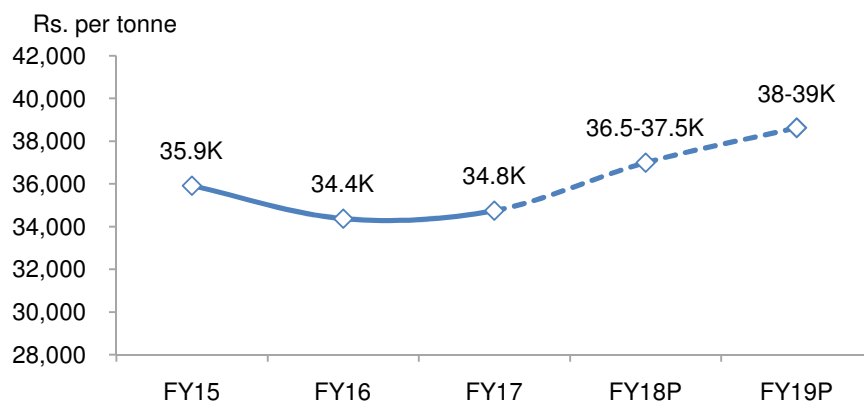
3 Key risks

3.1 Fluctuating newsprint prices pose input risk

Newsprint, a major raw material for newspapers, accounts for ~40% of the total operating cost of print players. With increasing editions of existing newspapers and rise in pagination, newsprint demand is estimated to have grown 3-4% on-year in fiscal 2018, with the pace sustaining in fiscal 2019.

During the period, we expect domestic newsprint prices to increase a moderate 4-5% CAGR, largely on account of increase in wastepaper prices (key raw material for newsprint). Moreover, steady demand, supported by a gradual increase in revenue of print players will enable newsprint manufacturers to absorb a price hike. However, a gradual rise in digitisation will continue to partially impact demand, and keep newsprint prices in check.

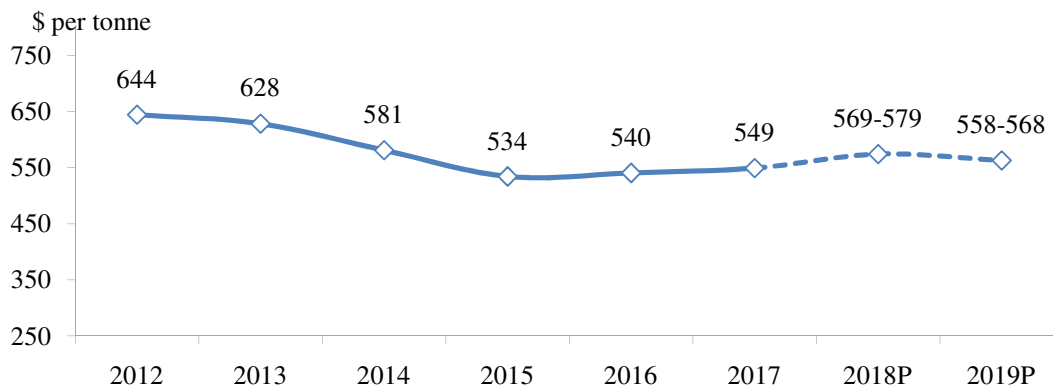
Increase in wastepaper prices to increase domestic newsprint prices:



Note: International prices are landed at Indian port prices. Landed cost = CIF India price * Currency rate (no import duty). The price excludes clearing and forwarding charges, which is Rs 2-3 per tonne.

Source: Industry, CRISIL Research

Low global demand to marginally reduce global newsprint prices in 2019

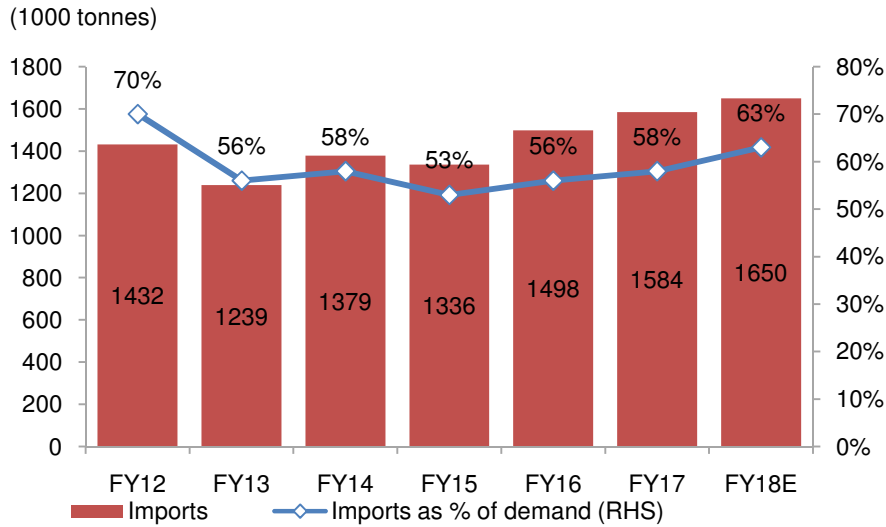


P: Projected

Source: Industry, CRISIL Research

Newsprint imports increased at 2% CAGR between fiscals 2012 and 2017. In fiscal 2017, ~65% of the import was sourced from Russia, Canada and South Korea. Large newspaper publications typically procure 80-90% of their requirement via imports because of better quality. With India having no import duty on newsprint import, the increase in demand and domestic newsprint prices increased imports, as a percentage of total demand, in fiscal 2018.

Low global newsprint prices (compared with domestic) to increase imports in fiscal 2018

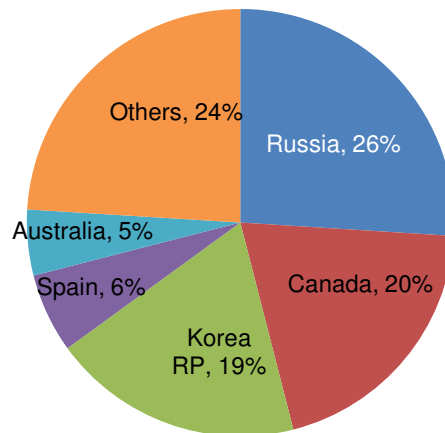


E: Estimated

Source: DGFT

Country-wise newsprint imports (FY17)

~1.6 million tonnes



1.1.1.1.1

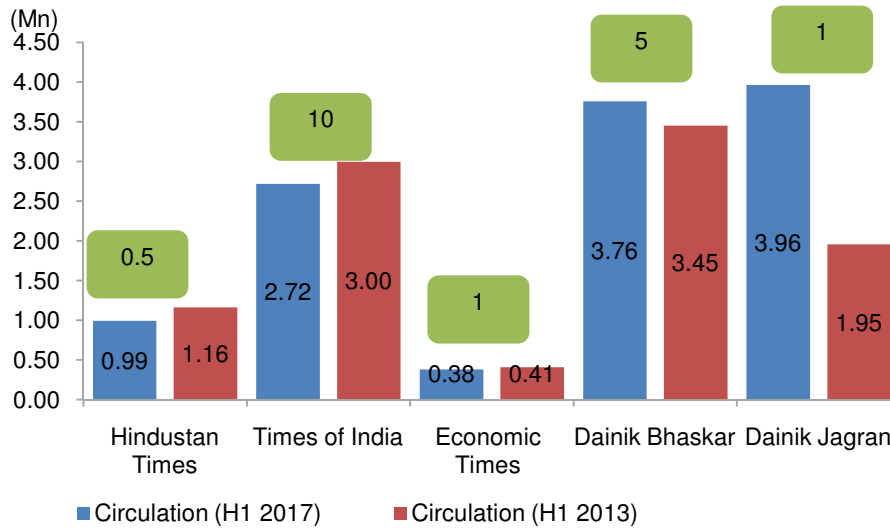
Source: DGFT, Industry research

CRISIL Research expects the increase in newsprint prices, along with rising demand (led by higher circulation and launch of new editions), to push higher the newsprint cost of players. Further, players are planning to increase pagination (number of pages per newspaper) to meet advertisers' demand and improve circulation, thus increasing cost. However, a reduction in wastage of newsprint because of price hikes will limit the impact of the rise in newsprint prices.

3.2 Shift to e-paper

Although Indians have the habit of reading newspapers in the physical format, the gradual shift to reading e-papers poses a risk to players in the print medium. The risk is particularly for English newspapers where the circulation figures are declining while app downloads are increasing. Thus, players need to focus more on advertisements in order to sustain English newspapers in the industry.

Online news consumption leading to decline in circulation of English newspapers

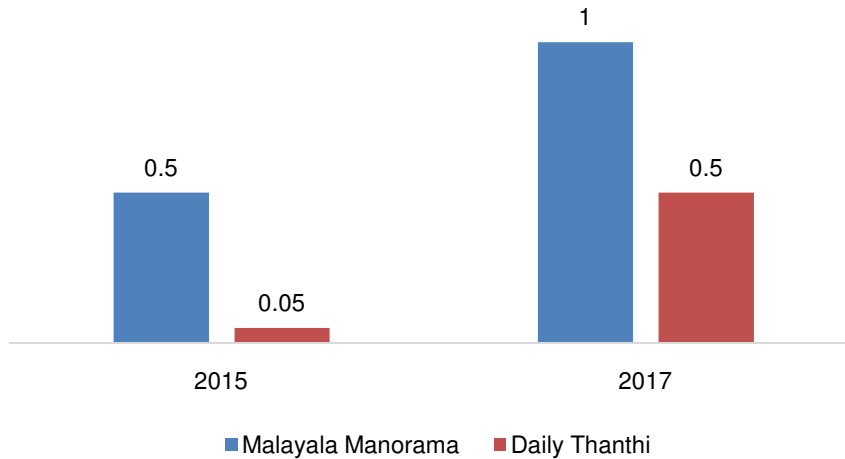


Note: The numbers in boxes above bars represent mobile downloads (in million) as of March 2018

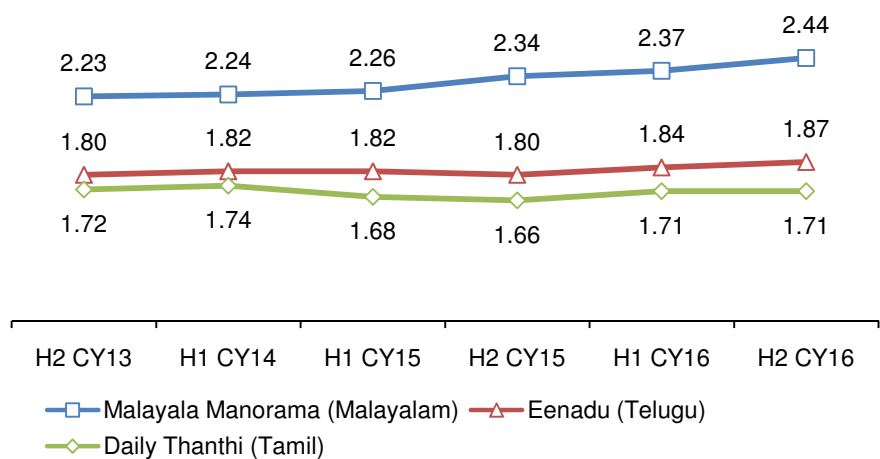
Source: Industry, Google, Playstore, CRISIL Research

As evident, the circulation figures of English newspapers declined while that of Hindi newspapers increased from the first half of 2013 to the first half of 2017. However, the scenario is different for regional newspapers. Mobile app downloads as well as circulation of leading regional newspapers are increasing, indicating the advent of e-paper will not cannibalise the physical format in Hindi and regional languages. Thus, regional and Hindi newspapers are less susceptible to this risk than English newspapers.

Mobile downloads of some regional newspapers (in million)



Source: Google Playstore, CRISIL Research

**Circulation of some regional newspapers (in million)**

Source: Industry, CRISIL Research



OUR BUSINESS

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

All financial information included herein is based on our “Financial information of the Company” included on page 143 of this Draft Prospectus.

OVERVIEW

Our Company is an integrated advertising agency offering a comprehensive range of advertising media services consisting of print media, electronic media and outdoor media services which covers advertisement modes such as newspapers, brochures, magazines, television channels, FM channels and display of outdoor hoardings etc.

We are an INS (Indian Newspaper Society) accredited Company with Registered Office located at Kanpur. We act as an intermediary between the clients and the media and our scope of services includes assisting clients in choosing the optimal advertisement channel in accordance with their budget and regional preference, designing of advertisement (through in-house team or third party), negotiating and booking ad space with chosen media agency and ensuring publication of requisite advertisement.

Our Company provides services mainly to the corporate clients which operates in their respective business fields viz. construction, education, electronics, automobiles, FMCG, jewellery, apparels, insurance, housing, hospital, financial service providers, aviation, Government organizations etc. Some of our prominent clients include Titan, Tanishq, VLCC Healthcare, Max Health Care, Aakash Institute of Education, Indraprastha Apollo Spectra Hospitals, Naraina Group of Educational Institutions etc.

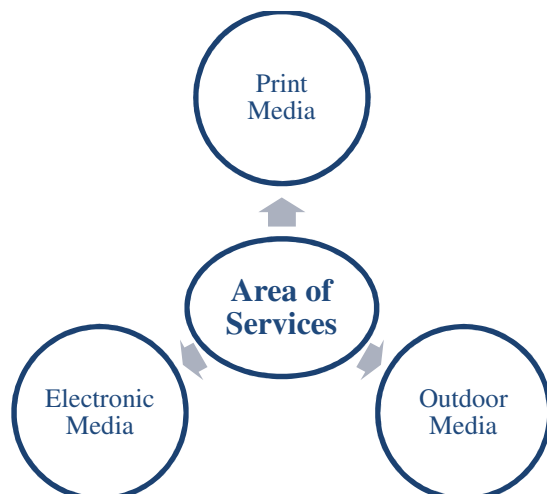
Our Company was incorporated in April, 1999 to explore opportunities in advertising industry across various business verticals including financial services, IT, healthcare, lifestyle, engineering, infrastructure, real estate, trade fairs, etc. Our Company has been promoted by Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi who individually has an experience of over two decades in the advertisement sector.

Our Company has been honored with “Best Agency in Highest Kanpur Edition Business” received from Hindustan (a daily newspaper of Hindustan Media Ventures Limited) for the year 2012-13 and “Best Advertising Agency” received from Innovation Associates of Brand & Research in FY 2015-16. Over the years, our Company has grown immensely in its operations under the vision, leadership and guidance of Promoters, Mr Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi and our Management team.

For the Fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 our total revenue stood at Rs.2337.96 lakhs, 1986.29 lakhs and 2061.25 lakhs respectively. Further, our PAT for the fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 were Rs. 120.15 lakhs, 94.49 lakhs and 81.97 lakhs respectively.

OUR SERVICES

Our Company operates and provides below mentioned services to our clients as per their requirements considering factors such as suitability, language, regional preference, budget etc.



Details about the services offered by us are mentioned below:

1. Print Media

Print Media covers advertisements in a printed medium such as a newspaper, magazine, or trade journal. This encompasses everything from media with a very broad readership base, such as a major national newspaper or magazine, to more narrowly targeted media such as local newspapers and trade journals. One form of print advertising is classified advertising, which allows private individuals or companies to purchase a small, narrowly targeted ad paid by the word or line. Another form of print advertising is the display ad, which is generally a larger ad with design elements that typically run in an article section of a newspaper. Print Media is effective and has wide readership, comprehensive appeal and provision for multiple languages that are spoken across the diverse cultured states.

Under the print media services, we connect the client to public through magazines, newspapers, brochures, preprints and other products. We negotiate for effective pricing based on our years of experience in print media. We have association with leading Publication houses in India for Newspaper & Magazines advertisement such as Dainik Jagran, The Daily Amar Ujjala, Hindustan, Times of India, Rajasthan Patrika, Hindustan Times, Economics Times, Business Standard, Sakhi, Nai Dunia, Business Today etc. We engage third parties for job work in relation to printing of Brochures, Pamphlets, Posters, Leaflets, and Booklets etc. Further, we assign the designing work relating to creative advertisements to third parties, who specializes in creative designing of advertisement layouts.

2. Electronic Media

FM is the primary electronic media source in which we operates and offer advertisement services. The benefits of using radio for advertising are many, ranging from its effectiveness to its low cost. We believe that due to recent popularity of FM channels, the radio and commercials have massive potentiality and coverage. Further, we also offer services relating to TV advertisements. We believe that the TV advertising is the most enormous and conservative sort of advancement when the market size is bigger. We research, plan and book the correct TV slots (regardless of whether nearby or national), alongside right space and programming choice to get the most extreme effect.

3. Outdoor media

Signboards and hoardings are the primary outdoor advertising media source in which we operate and offer advertising services. A hoarding is a large outdoor advertising structure, typically found in high traffic areas such as alongside busy roads and trade fairs. We also offers mobile van advertising services under our Outdoor Media services. Hoardings present large advertisements to passing pedestrians and drivers, typically showing large, witty slogans, and distinctive visuals, hoardings are highly visible in the top designated areas.

We also organize events and road shows for the clients as part of our Outdoor media services.



Below is the revenue breakup of our various services for F.Y. 2017-18, 2016-17 and 2015-16:-

(Rs. in lakhs)

Services	FY 2017-18		FY 2016-17		FY 2015-16	
	Turnover	in %	Turnover	in %	Turnover	in %
Print Media	1,881.03	81.19%	1,747.15	89.79%	1,790.45	88.71%
Electronic Media	266.66	11.51%	150.63	7.74%	181.53	8.99%
Outdoor Media	33.65	1.45%	54.09	2.78%	59.29	2.94%
Others	144.93	6.26%	4.17	0.21%	1.20	0.06%
Less: Trade Discount	(9.56)	-0.41%	(10.12)	-0.52%	(14.07)	-0.70%
Net Turnover	2,316.72	100.00%	1,945.92	100.00%	2,018.40	100.00%

OUR BUSINESS STRENGTHS: -

1. Accreditation with Indian Newspaper Society (INS)

In the print media advertising industry, the INS plays a key role in providing assistance to publication members in regard to monitoring the recovery of their dues from advertising agencies. As on date of Draft Prospectus, Our Company is accredited with INS and has furnished bank guarantee of Rs. 45.00 lakhs and deposit of Rs. 5.00 lakhs to it, which enables us to access easy credit facilities from the publication members. We believe that having an INS accreditation makes an agency authentic, thereby generating confidence among customers and it separates us from those advertising agencies that are not INS certified.

2. Experienced Promoters and Management Team

We believe that our qualified and experienced promoters and efficient personnel have contributed to the growth of our business and operations. Our Promoters, who also form part of Board of Directors of our Company, has a proven background and rich experience of over two decades in the advertisement business and has played a significant role in strengthening and developing strong relationships with our clients. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. The cohesive teamwork in our Company gives wide and competitive edge over other players in the field and benefits the company as well as our customers.

3. Cordial relationship with Publication Houses and other advertising media firms

We believe that our vast experience and cordial relationship with publication houses and other advertising media firms has enabled us to provide our Customers with best possible services in the most efficient manner. Our strength lies in understanding the requirement of the client and our execution capabilities to provide the service as per the client requirements. This involves understanding the client requirements such as location, target audience, concept, ad design etc. and choosing the most appropriate media source.

4. Cordial relationship with clients leading to recurring business

We believe in developing and maintaining cordial relationships with our clients leading to recurrent business. We strive to clearly understand our clients' advertisement needs and provide solutions that maximize their return on advertisement cost. We strive to develop a consultative, long-term partnership model of service delivery rather than a transactional client relationship. We believe this has led to long-term client relationships for us which enable us to manage the effect of any adverse economic cycles.

OUR BUSINESS STRATEGIES

1. Expansion of our existing service portfolio

With deep knowledge and experience in the advertising industry, we are currently offering various services in the segments of print, electronic and outdoor media. Currently, almost 81% of our revenue is derived from the print media and remaining 19% of our revenue is derived from electronic and outdoor media. Thus, we aim to increase our business operations in electronic and



outdoor media in order to reduce our revenue dependency on print media and to build a strong Customer base in electronic and outdoor media, which will lead to revenue and profitability growth in our business.

2. Enhancing our existing customer base and continue to develop Client & Vendor relationships

Our present customer base comprises majorly of corporate clients. We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that along term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with their requirements of the customers.

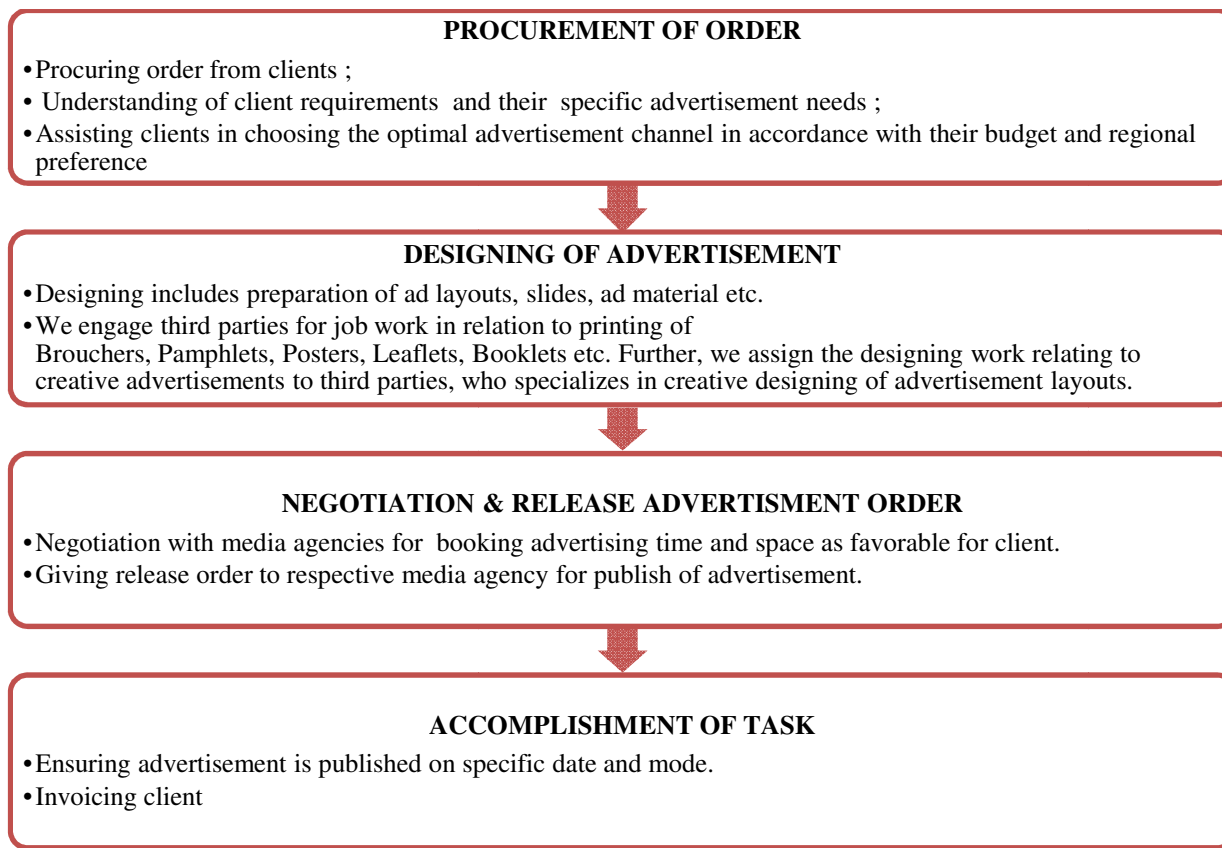
3. To continue focus on providing Quality Services

Our one of the significant business strategy is to continue providing quality solutions to our Customers in their advertising needs, there by maximizing customer satisfaction. We believe that this strategy can help strengthen our ability to engage in large advertising assignments.

4. To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our customers, publication houses, media agencies, government authorities, banks, financial institutions etc. We have a blend of experienced and sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

BUSINESS PROCESS:-





OUR LOCATION

Registered Office	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India
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COLLABORATIONS/TIE UPS/ JOINT VENTURES:-

As on the date of this Draft Prospectus, our Company has not entered into any collaboration agreements.

EXPORT OBLIGATION:

Our Company does not have any export obligation as on date of this Draft Prospectus

INFRASTRUCTURE & UTILITIES:-

Infrastructure Facilities

Our registered office is situated at Kanpur, Uttar Pradesh and is well equipped with computer system, internet connectivity, communication equipments and other facilities which are required for our business operations.

Power, Water and Utilities

The Company, being a service provider, does not require much power except the normal requirement of the offices of the company and for lighting, systems etc. adequate power is available for these needs through supply from KESCO. Water is required for human consumption and we procure the same from local available sources. Our offices are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of the company.

Human Resource:-

As on August 31, 2018, we have employed total 9 full-time employees, including senior management, at our location. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage.

MARKETING STRATEGY: -

We employ a very customer-driven approach to business development that is strongly oriented to the customer's specifications and satisfaction. Our market strategy involves – direct pitching and pitching with and through our existing customers. We intend to focus on following marketing strategies:

1. Keeping track with changes taking place in the advertisement sector and adopting to the changes taking place therein;
2. To expand our existing customer base ;
3. Supply of Quality Services;

The efficiency of the marketing network is critical success of our Company. Our success lies in the strength of our relationship with our customers who are associated with our Company. We focus on direct understanding of client's job requirements combined with skill set required for the particular role. We also strive to provide various services to our clients under one basket. We continuously make follow-ups to clients, set-up meetings and track record, in order to garner clients. Our success lies in the strength of our client loyalty for our wide range of services. Our team through their experience and good rapport with the clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company.


Our top ten Customers for F.Y. 2017-18 were:-
(Rs. in lacs)

S. no.	Client Name	Turnover (F.Y. 2017-18)	% of revenue from operations
1	Nett Value Media Private Limited	558.91	24.13%
2	Kanpur Edibles Private Limited	314.17	13.56%
3	Excellent Entertainment Network	244.52	10.55%
4	Maa Kamakhya Darbar Fragrances India	176.1	7.60%
5	Titan Company Limited	129.94	5.61%
6	Raj Ratan	128.08	5.53%
7	Blue World Corporation Private Limited	106.5	4.60%
8	Aakash Educational Services Private Limited	93.77	4.05%
9	RajvaidyaShital Prasad & Sons	87.32	3.77%
10	Delhi Public School	39.73	1.72%
	Total	1879.06	81.11%

COMPETITION:-

Advertisement Industry is a highly competitive industry, reflecting several trends in the global marketplace such as the digital marketing, e-retailing etc. Our business depends on our relationship with the agency from whom we buy space and with clients whom we render our services. We believe that we are one of the few listed players in the print, electronic and outdoor media advertising business. We believe that due to our domain expertise, better understanding of the business, we have been able to provide the services relating to print media, electronic media and outdoor media under one roof. Some of our major competitors include:-

1. Prachar Communications Private Limited
2. Goldmine Advertising Private Limited
3. Concept Communications Limited
4. Crayons Advertising Private Limited
5. Ad Syndicate Advertising Private Limited

INSURANCE:-

The insurance policies obtained by us are as follows:-



Sr. No.	Policy No.	Insurance Company	Type of Insurance and details	Sum Insured (in Rs.)	Premium (in Rs.)	Period From	Period To
1	710500311803 60025205	The New India Assurance Company Limited	Private Car Package Policy for 1.5L Ford Ecosport DSL TIT UP78 EW 3078	7,79,075/-	26,214/-	July 20, 2018	July 19, 2019
2	TIT/91658144	IFFCO Tokio General Insurance Company Limited	Private Car Package Policy for Innova Crysta 2.4V UP78ER 3132	14,25,816/-	56,936/-	January 31, 2018	January 30, 2019
3	ITG/82531457	IFFCO Tokio General Insurance Company Limited	Vehicle Insurance for Honda Amaze/1.5 VX MT UP78EA 5355	4,82,760/-	22,268/-	September 24, 2018	September 23, 2019



Sr. No.	Policy No.	Insurance Company	Type of Insurance and details	Sum Insured (in Rs.)	Premium (in Rs.)	Period From	Period To
4	42010346180100000099	The New India Assurance Co. Ltd.	Burglary (Single Location) Insurance (For location: 128, 9-B, 2 nd Floor, Clyde House, The Mall, Kanpur-208001, Uttar Pradesh)	9,24,179/-	1,091/-	September 27, 2018	September 26, 2019
5	420103111801000000280	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy (For location: 128, 9-B, 2 nd Floor, Clyde House, The Mall, Kanpur-208001, Uttar Pradesh)	9,24,179/-	547/-	September 27, 2018	September 26, 2019

INTELLECTUAL PROPERTY:-

As on the date of this Draft Prospectus, Our Company has obtained registrations of the following trademarks with the Registrar of Trademarks:-

Sr. No.	Brand name/ Logo Trademark	Class	Trademark	Application No. & Date	Status
1.	Word mark: DAPS Logo	41		Application No.: 3757446 and Date: 19/02/2018	Registered vide certificate no. 1961186 valid till February 19, 2028.
2.	Word mark: DAPS Logo	35		Application No.: 3757445 and Date: 19/02/2018	Registered vide certificate no. 1961187 valid till February 19, 2028.

IMMOVABLE PROPERTY:-

Details of our properties are as follows: -

Sr. No	Details of the Property	Actual Use	Owned/ Rented/ Licensed	Licensor/ Lessor/ Vendor/Landlord	Consideration/ Lease Rental/ License Fees
1	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India	Registered Office	Rented	Rent Agreement dated February 19 th , 2018 for a period from March 1, 2018 to January 31, 2019 between Mrs. Sudha Chaturvedi and Our company	Rs. 30,000/- per month



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 207 of this Draft Prospectus.

This chapter has been classified as under:

- A. Corporate, Commercial and General laws**
- B. Labour and employment Laws**
- C. Tax Laws**
- D. IPR Laws**

CORPORATE, COMMERCIAL AND GENERAL LAWS

The Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. 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.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Competition Act, 2002

The Competition Act, 2002 “prohibits anti-competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

**Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

The Consumer Protection Act, 1986

The Consumer Protection Act, 1986 (the “Consumer Protection Act”) provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers’ disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up by the government such as the National Commission, the State Commission and the District Forums. Such redressal forums have the authority to grant various reliefs, such as removal of defects, replacement of goods, compensation to the consumer, etc.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Registration Act, 1908 (“Registration Act”)

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

Indian Stamp Act, 1899 (the “Stamp Act”)

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use



mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Code proposes to establish an Insolvency Regulator (The Insolvency and Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities; these agencies will develop professional standards, codes of ethics and exercise a disciplinary role over errant members leading to the development of a competitive industry for insolvency professionals. The Code proposes for a fast track insolvency resolution process for companies with smaller operations. The process will have to be completed within 90 days, which may be extended up to 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”) inter-alia provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

LABOUR AND EMPLOYMENT LAWS

Industrial (Development and Regulation) Act, 1951

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum (“IEM”) with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Payment of Wages Act, 1936

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is less than ₹10,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.



Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 (“Industrial Disputes Act”) provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976

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, 1976 was implemented. The 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.

Apprentices Act, 1961

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

Uttar Pradesh Shops and Commercial Establishment Act, 1962

This Act has been enacted to regulate the conditions of work and employment in Shops and Commercial Establishments and also provides for registration of such Shops and Commercial Establishment in the state of Uttar Pradesh. Section 4B lays down provisions for registration within a period of 3 months from the date of commencement of the business. The Act also provides for regulations such as opening and closing hours of the establishment and prescribes operation of an establishment on day to day basis and its employment conditions.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The 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 Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000/- (Rupees Fifty Thousand Only).



TAX LAWS

Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

The Goods and Services Tax Act, 2017

Goods and Services Tax (GST) is an indirect tax throughout India to replace taxes levied by the central and state governments. It was introduced as The Constitution (One Hundred and Twenty Second Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India –Arun Jaitley.

Goods and services tax (GST) will subsume various indirect taxes including central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and Octroi. Other levies which are currently applicable on inter-state transportation of goods are also likely to be done away with in GST regime. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. Transactions made within a single state will be levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption based tax, therefore, taxes are paid to the state which the goods or services are consumed not the state in which they were produced. IGST complicates tax collection for State Governments by disabling them to collect the tax owed to them directly from the Central Government. Under the previous system, a state would have to only deal with a single government in order to collect tax revenue.

Following law which has been subsumed in GST Act was applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACT:

Service Tax, (the 'Finance Act, 1994')

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, (as amended from time to time) which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. In accordance with Rule 6 of Service tax Rules the assessee is required to pay Service tax in TR 6 challan by fifth of the month immediately following the month to which it relates. Further under Rule 7(1) of Service Tax Rules, the company is required to file a half yearly return in Form ST 3 by twenty fifth of the month immediately following the half year to which the return relates.

INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("the Registrar"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.



The Copyright Act, 1957

The Copyright Act, 1957 (the “**Copyright Act**”) governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a *prima facie* evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.



HISTORY AND CERTAIN CORPORATE MATTERS

Brief History and Background

Our Company was originally established as Private Limited Company under the Companies Act, 1956 in the name of “DAPS Advertising Private Limited” vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from “DAPS Advertising Private Limited” to “DAPS Advertising Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389.

Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi are the Promoters of the Company.

Address of Registered Office:

The Registered Office of the Company is situated at 128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India.

Changes in Registered Office of the Company since incorporation

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Prospectus.

From	To	Effective Date	Reason
26/89, Mukund Sadan, Karachi Khana, Kanpur-208001, India	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India	January 16, 2008	To increase Operational Efficiency

Our Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To carry on the business of Advertising Agents and for that purpose to purchase and sell advertising time or space on any radio station or television centre in India or abroad or any type like cinematography and including newspaper, souvenirs, hoardings print media, electronic media, outdoor publicity, holding, private channel, banner, wall painting survey, public relate on, painting, event management, marketing consultancy, neon signs and other display devices of all kinds and descriptions to promote the sale or any other interest of its clients and to carry on the business of manufacturing, purchase, sale, import, export of all kinds of equipments, plant and material required for the purpose of carrying on the business of advertising agents.
- To carry on the business as printers, publishers, typers, photographers, printers, photographic, printers, art printers, Photolitho-graphers, wedding or other ceremonial cards.
- To act as selling agents, sales organizers as well as consultant agents and advisors in all the respective branches and in such capacity to give and information and render services to the clients

Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	The initial authorized share capital increased from Rs. 3,00,000 (Three Lakh) divided into 3,000 (Three Thousand) equity Shares of Rs. 100 each to Rs. 5,00,000 (Five Lakh) divided into 5,000 (Five Thousand) Equity shares of Rs.	December 26, 2007	EGM



	100 each .		
2.	Increase in authorized share capital from Rs. 5,00,000 (Five Lakh) divided into 5,000 (Five Thousand) Equity shares of Rs. 100 each to Rs. 10,00,000 (Ten Lakh) divided into 10,000 (Ten Thousand) Equity shares of Rs. 100 each.	March 05, 2012	EGM
3.	Increase in authorized share capital from Rs. 10,00,000 (Ten Lakh) divided into 10,000 (Ten Thousand) Equity shares of Rs. 100 each to Rs. 12,00,000 (Twelve Lakh) divided into 12,000 (Twelve Thousand) Equity shares of Rs. 100 each.	August 01, 2012	EGM
4.	Increase in authorized share capital from Rs. 12,00,000 (Twelve Lakh) divided into 12,000 (Twelve Thousand) Equity shares of Rs. 100 each to Rs. 30,00,000 (Thirty Lakh) divided into 30,000 (Thirty thousand) Equity shares of Rs. 100 each.	April 29, 2017	EGM
5.	Authorized capital of Rs 30,00,000(Thirty Lakh) divided into 30,000 (Thirty Thousand) Equity shares of Rs. 100 each was sub-divided into 3,00,000 (Three Lakh) Equity Shares of Rs. 10/- each	December 28, 2017	EGM
6.	Increase in authorized share capital from Rs. 30,00,000 (Thirty Lakh) divided into 3,00,000 (Three Lakh) Equity shares of Rs. 10 each to Rs. 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10 each.	December 28, 2017	EGM
7.	Increase in authorized share capital from Rs. 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10 each to Rs. 5,50,00,000 (Five Crore Fifty Lakhs) divided into 55,00,000 (Fifty Five Lakh) Equity shares of Rs. 10 each	March 14, 2018	EGM
8.	Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company has been changed from DAPS Advertising Private Limited to DAPS Advertising Limited and a fresh Certificate of Incorporation dated September 20, 2018 bearing CIN U51109UP1999PLC024389 was issued by Registrar of Companies, Kanpur.	March 14, 2018	EGM
9.	Adoption of New Set Of Memorandum Of Association containing regulation in conformity with the Companies Act, 2013	March 14, 2018	EGM

Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-ordinary General Meeting of the Company dated March 14, 2018.

Key Events and Mile Stones

Year/ F.Y.	Key Events / Milestone / Achievements
1999	Incorporation of the Company in the name and style of "DAPS Advertising Pvt Ltd".
2013	Awarded as Best Agency in Highest Kanpur Edition Business by Hindustan Newspaper.
2013-14	Crossed total revenue of Rs. 10 crores
2015-16	Crossed total revenue of Rs. 20 crores
2016	Company has received "I Ate Here Awards 2015-16" from Innovative Association of Brand & Research for Best Advertising Agency, Kanpur
2018	Conversion of the Company from Private Limited Company to Public Limited Company.

Other Details about our Company

For details of our Company's activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis for Issue Price*" on page 100, 184 and 75 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "Our Management" and "Capital Structure" beginning on page 117 and 49 of this Draft Prospectus respectively.



Capital raising (Debt / Equity)

For details in relation to our capital raising activities through equity, please refer to the chapter titled “Capital Structure” beginning on page 49 the Draft Prospectus. For details of our Company’s debt facilities, please refer section “Statement of Financial Indebtedness” on page 181 of the Draft Prospectus.

Injunction or restraining order

As of the date of this Draft Prospectus, There are no injunctions/ restraining orders that have been passed against the Company.

Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company.

Defaults or Rescheduling of borrowings with financial institutions/banks and Conversion of loans into Equity Shares

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Prospectus.

Changes in activities of Our Company during the last five (5) years

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “*Management’s discussion and analysis of financial conditions & results of operations*” beginning on page 184 of this Draft Prospectus.

Holding Company

As on the date of the Draft Prospectus, our Company is not a subsidiary of any company.

Subsidiary of our Company

Our Company does not have any Subsidiary within the meaning of Section 2 (87) of the Companies Act 2013, as on the date of this Draft Prospectus.

Time and Cost overruns in setting up projects

There has been no time / cost overrun in setting up projects by our Company.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Lock-out or strikes

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

Shareholders of our Company:

Our Company has Twelve (12) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “Capital Structure” beginning on page 49 of the Draft Prospectus.

Changes in the Management

For details of change in Management, please see chapter titled “*Our Management*” on page 117 of the Draft Prospectus.



Shareholders Agreements

As on the date of this Draft Prospectus, there are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

Collaboration Agreements

As on the date of this Draft Prospectus, our Company is not a party to any collaboration agreements.

Material Agreement

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

Non Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Prospectus.

Joint Venture Agreement

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

Strategic Partners

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

Financial Partners

Our Company does not have any financial partners 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 of Issue Price" on pages 100, 184 and 75 respectively of this Draft Prospectus.



OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors. As on date of this Draft Prospectus, our Company has seven (7) Directors out of which 2(Two) are Independent Directors.

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

Sr. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1.	Mr. Akhilesh Chaturvedi Father's Name: Late Vijay Kumar Chaturvedi Age: 49 Years Designation: Chairman and Whole Time Director Address: 58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur - 208001, Uttar Pradesh, India Experience: 26 years Occupation: Business Qualifications: Bachelor of Commerce Nationality: Indian DIN: 00989785	Originally appointed on the Board w.e.f. April 29, 1999 Re-Designated as Chairman and Whole Time Director w.e.f. March 06, 2018 in the Extra Ordinary General Meeting held on March 14, 2018.	[6,65,300] Equity Shares; 19.15% of Pre- Issue Paid up capital	Companies: <ul style="list-style-type: none"> Arpita Media Private Limited
2.	Mr. Dharmesh Chaturvedi Father's Name: Late Vijay Kumar Chaturvedi Age: 48 Years Designation: Managing Director Address: 26/89, Tapeshwari Devi, Birhana Road, Gwaltoli, Kanpur Nagar, Kanpur- 208001, Uttar Pradesh, India Experience: 25 years Occupation: Business Qualifications: Bachelor of Commerce Nationality: Indian DIN: 00989831	Originally appointed on the Board w.e.f. April 29, 1999 Re-Designated as Managing Director w.e.f. March 06, 2018 for the period of 5 years in the Extra Ordinary General Meeting held on March 14, 2018.	[6,65,300] Equity Shares; 19.15% of Pre- Issue Paid up capital	Companies: NIL
3.	Mr. Paresh Chaturvedi Father's Name: Late Vijay Kumar Chaturvedi Age: 46 Years Designation: Whole Time Director and CFO Address: 58/43 Society Bhawan Birhana Road, Near Khatri Dharamshala, Kanpur Nagar- 208001.	Originally appointed on the Board w.e.f. April 29, 1999 Re-Designated as Whole Time Director w.e.f. March 06, 2018 for the period of 5	[5,55,800] Equity Shares; 15.99% of Pre- Issue Paid up capital	Companies: <ul style="list-style-type: none"> Arpita Media Private Limited



Sr. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	Experience: 23 years Occupation: Business Qualifications: Bachelor of Commerce Nationality: Indian DIN: 00989858	years in the Extra Ordinary General Meeting held on March 14, 2018.		
4	Ms. Srishti Chaturvedi Father's Name: Mr. Dharmesh Chaturvedi Age: 23 Years Designation: Non-Executive Director Address: 58/43, Society Bhawan, Birhana Road, Near Khatri Haramshala, Kanpur, Uttar Pradesh, India-208001 Experience: Nil Occupation: Business Qualification: B.Com, CA(Inter) Nationality: Indian DIN: 08225434	Originally appointed on the Board as Additional Non-Executive Director w.e.f September 20, 2018 Further regularized as Non-Executive Director in the AGM held on September 27, 2018	[1,20,00] Equity Shares; 3.45% of Pre- Issue Paid up capital	Companies: - NIL
5	Mr. Janardan Prasad Pandey Father's Name: Mr. Gorakhnath Pandey Age: 46 Years Designation: Non-Executive Director Address: Flat No. 74, Vasistha Srishti Chs Ltd, Sector-2, Srishti Hsg Complex, Mira Road (East), Thane - 401107 Maharashtra, India Experience: 20 years Occupation: Business Qualifications: Bachelor of Arts Nationality: Indian DIN: 06523687	Originally appointed on the Board w.e.f. December 22, 2014 in the Board Meeting held on December 22, 2014. Thereafter, Regularized as Director w.e.f. September 30, 2015 in the Annual General Meeting held on September 30, 2015. Further confirmed as Non-Executive Director w.e.f March 06, 2018	NIL	Companies: <ul style="list-style-type: none"> • Nett Value Media Private Limited • Daily Nutreats (India) Private Limited • Native Sports Private Limited
6.	Mr. Vijay Purwar Father Name: Mr. Ram Charan Purwar Age: 73 Years Designation: Independent Director Address: 7/105 A, Flat No – 503, Swaroop Nagar, Villa-2, Kanpur - 08002, Uttar Pradesh, India Experience: 47 years Occupation: Profession	Appointed on the Board w.e.f. September 27, 2018	NIL	Companies: - NIL



Sr. No.	Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	Qualifications: Bachelor of Commerce Nationality: Indian DIN: 08111322			
7.	Mr. Manoj Kumar Agarwal Father Name: Mr. Krishan Prasad Agarwal Age: 53 Years Designation: Independent Director Address: 486, Pokharpurwa, Jajmau Shiwansh Tenray, Kanpur – 208010, Uttar Pradesh, India Experience: 28 years Occupation: Business Qualification: Bachelor of Science Nationality: Indian DIN: 08172948	Appointed on the Board w.e.f. September 27, 2018	NIL	Companies: - NIL

BRIEF PROFILE OF OUR DIRECTORS

1. Mr. Akhilesh Chaturvedi, Chairman and Whole Time Director, Age: 49 Years

Mr. Akhilesh Chaturvedi is the Chairman, Whole Time Director and Promoter of our company. He has completed his Bachelor of Commerce from University of Kanpur in the year 1987. He has around 26 years of experience in the advertisement industry. He has been on the Board of our Company since incorporation. He currently oversees and controls the business development & marketing function of our Company along with ad designing. Under his leadership, our Company has been successful in expanding the customer base and revenue growth of our Company.

2. Mr. Dharmesh Chaturvedi, Managing Director, Age: 48 Years

Mr. Dharmesh Chaturvedi is the Managing Director and Promoter of our company. He has completed his Bachelor of Commerce from University of Kanpur in the year 1990 and has around 25 years of experience in the advertisement industry. He has been on the Board of our Company since incorporation. He is involved in the overall administration and HR Management of the Company along with business development & marketing. His expertise in liasoning and marketing helps in the growth of the Company. Under his guidance our Company has witnessed continuous growth.

3. Mr. Paresh Chaturvedi, Whole Time Director and CFO, Age: 46 Years

Mr. Paresh Chaturvedi is the Whole Time Director, Chief Financial Officer and Promoter of our Company. He has completed his Bachelor of Commerce from University of Kanpur in the year 1992 and has around 23 years of experience in the advertisement industry. He has been on the Board of our Company since incorporation. He is entrusted with the responsibility to look after Accounts, Legal and Secretarial Compliance function of the Company.

4. Ms. Srishti Chaturvedi, Non-Executive Director, Age: 23 Years



Ms. Srishti Chaturvedi is the Non-Executive Director of our Company. She has completed her Bachelor of Commerce from Chhatrapati Shahu Ji Maharaja University, Kanpur and CA (Inter) in 2014. She is also pursuing Company Secretary Course from the Institute of Company Secretaries of India. She has recently in September'18 joined the business of our Company as Non Executive Director.

5. Mr. Janardan Prasad Pandey, Non-Executive Director, Age: 46 Years

Mr. Janardan Prasad Pandey is the Non-Executive Director of our company. He has completed his Bachelor of Arts from University of Bombay in the year 1995 and has around 20 years of experience in the field of media and communication. He has a good administrative power and his experience thus can act as a guiding role for growth of our organization.

6. Mr. Vijay Purwar, Independent Director, Age: 73 Years

Mr. Vijay Purwar is the Independent Director of our Company. He has completed his Bachelor of Commerce and has a work experience of more than 4 decades. He has been appointed as Independent Director of our Company w.e.f. September 27, 2018.

7. Mr. Manoj Kumar Agarwal, Independent Director, Age: 53 Years

Mr. Manoj Kumar Agarwal is the Independent Director of our Company. He has completed his Bachelor of Science from Kanpur University and has work experience of around 27 years. He has been appointed as Independent Director of our Company w.e.f. September 27, 2018.

Confirmations

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- None of the above mentioned Directors are on the RBI list of willful defaulters as on the date of filling of this Draft Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

Nature of any family relationship between any of our Directors and Key Managerial Personnel:

Sr No.	Name and designation of Director	Relationship with Other Directors
1.	Mr. Akhilesh Chaturvedi, Chairman and Whole Time Director	Brother of Mr. Dharmesh Chaturvedi Brother of Mr. Paresh Chaturvedi Father of Ms. Srishti Chaturvedi
2.	Mr. Dharmesh Chaturvedi, Managing Director	Brother of Mr. Akhilesh Chaturvedi Brother of Mr. Paresh Chaturvedi
3.	Mr. Paresh Chaturvedi, Whole Time Director & CFO	Brother of Mr. Dharmesh Chaturvedi Brother of Mr. Akhilesh Chaturvedi
4.	Ms. Srishti Chaturvedi, Non-Executive Director	Daughter of Mr. Dharmesh Chaturvedi



Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Our Company has passed a Special Resolution in the Extra Ordinary General Meeting of the members held on March 14, 2018 authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred Crores only).

Compensation of our Managing Director and Whole Time Directors

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Directors:

Particulars	Mr. Akhilesh Chaturvedi	Mr. Dharmesh Chaturvedi	Mr. Paresh Chaturvedi
Re-Appointment/Change in Designation	Appointed as Director since incorporation. Re-designated as Chairman and Whole Time Director w.e.f March 06, 2018	Appointed as Director since incorporation. Re-designated as Managing Director w.e.f March 06, 2018.	Appointed as Director since incorporation. Re-designated as Whole Time Director & CFO w.e.f March 06, 2018
Designation	Chairman and Whole Time Director	Managing Director	Whole-time Director & CFO
Term of Appointment	5 years (Liable to retire by rotation)	5 years (Not liable to retire by rotation)	5 years (Liable to retire by rotation)
Remuneration	Rs 1,00,000 p.m./-	Rs 1,00,000 p.m./-	Rs 1,00,000 p.m./-
Remuneration paid for Year 2017-18	Rs 12,00,000 p.a./-	Rs 12,00,000 p.a./-	Rs 12,00,000 p.a./-

**Apart from the remuneration, the above directors are also reimbursed expenses to the extent of car insurance by the Company.*

Bonus or Profit Sharing Plan for our Directors

We have no bonus or profit sharing plan for our Directors.

Sitting Fee

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole-time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated September



21, 2018 for payment of an amount of Rs. 2000/- as approved by the Board to all Non-Executive Directors and Independent Directors for attending each such meeting of the Board or Committee thereof

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Akhilesh Chaturvedi	6,65,300	19.15%
2.	Mr. Dharmesh Chaturvedi	6,65,300	19.15%
3.	Mr. Paresh Chaturvedi	5,55,800	15.99%
4.	Ms. Srishti Chaturvedi	1,20,000	3.45%
	Total	20,06,400	57.74%

We do not have any subsidiary and associate company as defined under Section 2(87) & 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company and to the extent of reimbursement of expenses. For further details, please refer “Compensation of our Managing Director and Whole Time Directors” above, beginning on page 121 of this Draft Prospectus

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, Our Directors are also interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are 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. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners. For details of the personal Guarantee given by Directors and their relatives towards Financial facilities of the Company please refer to “**Statement of Financial Indebtedness**” and Note 3A of Section “**Financial information of the Company**” on page 181 and 164 respectively of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “**Our Management**” or the section titled “**Financial information of the Company - Related Party Transactions**” beginning on page 117 and 175 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company

Except as mentioned hereunder, our Directors do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of this Draft Prospectus:

Sr. No.	Name of Director	Address of Property	Interest and nature of interest
1.	Mr. Akhilesh Chaturvedi, Mr.	Registered Office	Our Company has taken the said property on rent from Mrs. Sudha Chaturvedi (mother of



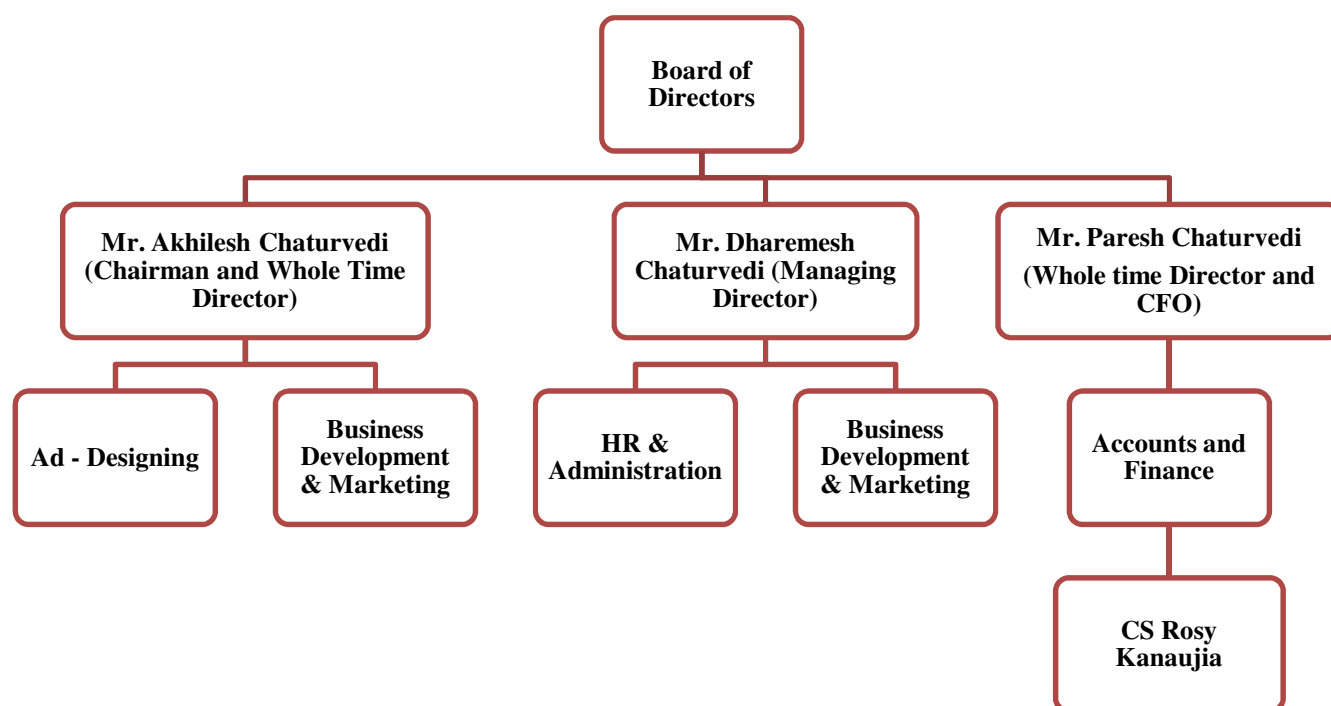
	Dharmesh Chaturvedi and Mr. Paresh Chaturvedi	128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India.	Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi) vide rent agreement dated February 19, 2018 at rent of Rs. 30,000/- per month for 11 months, which can be extended for another period of 11 months or more with the mutual consent of both the parties.
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CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

Sr. No.	Name	Date & Nature of Change	Reasons for Change
1.	Mr. Akhilesh Chaturvedi	Re-designated as Chairman and Managing director w.e.f March 06, 2018	To ensure better Corporate Governance
2.	Mr. Dharmesh Chaturvedi	Re-designated as Whole Time Director w.e.f March 06, 2018	To ensure better Corporate Governance
3.	Mr. Paresh Chaturvedi	Re-designated as Whole Time Director & CFO w.e.f March 06, 2018	To ensure better Corporate Governance
4.	Mrs. Sudha Chaturvedi	Re-designated as Non-Executive Director w.e.f March 06, 2018.	To ensure better Corporate Governance
5.	Mrs. Sudha Chaturvedi	Resigned from the post of Directorship w.e.f August 16, 2018	Due to personal reasons
6.	Ms. Srishti Chaturvedi	Appointed as Non-executive Director w.e.f September 27, 2018	To ensure better Corporate Governance
7.	Mr. Janardan Prasad Pandey	Re-designated as Non-Executive Director w.e.f March 06, 2018.	To ensure better Corporate Governance
8.	Mr. Vijay Purwar	Appointed as Independent Director w.e.f. September 27, 2018	To ensure better Corporate Governance
9.	Mr. Manoj Kumar Agarwal	Appointed as Independent Director w.e.f. September 27, 2018	To ensure better Corporate Governance

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2009 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of NSE. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees, as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Seven (7) directors of which two (2) are Independent Directors, and we have one women director on the Board. We confirm that we will appoint one more Independent Director before filing of final prospectus with Registrar, in order to set the constitution of our Board in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated September 28, 2018, as per the applicable provisions of the Section 177 of the Companies Act, 2013. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Manoj Kumar Agarwal	Chairman	Independent Director
Mr. Vijay Purwar	Member	Independent Director
Mr. Akhilesh Chaturvedi	Member	Whole Time Director



The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

C. Role and Powers: The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
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 and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly 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;
 - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, 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 of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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;



18. 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;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. 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;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor
- f) Statement of deviations:
 - Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated September 28, 2018. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Srishti Chaturvedi	Chairman	Non-Executive Director
Mr. Vijay Purwar	Member	Independent Director
Mr. Manoj Kumar Agarwal	Member	Independent Director

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

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:



- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated September 28, 2018. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Srishiti Chaturvedi	Chairman	Independent Director
Mr. Manoj Kumar Agarwal	Member	Non-Executive Director
Mr. Vijay Purwar	Member	Non-Executive Director

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

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Role of Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;



- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

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

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

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of NSE.

Our Key Managerial Personnel

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

Name, Designation & Educational Qualification	Age (years)	Date of Joining as KMP	Compensation paid for the F.Y ended 2018 (in Rs Lacs)	Over all experience (in years)	Previous employment
Name: Mr. Akhilesh Chaturvedi Designation: Chairman and Whole Time Director Qualification: Bachelor of Commerce	49	March 06, 2018	12.00	26	NA
Name: Mr. Dharmesh Chaturvedi Designation: Managing Director Qualification: Bachelor of Commerce	48	March 06, 2018	12.00	25	NA
Name: Mr. Paresh Chaturvedi Designation: Whole time Director and Chief Financial Officer Qualification: Bachelor of Commerce	46	March 06, 2018	12.00	23	NA
Name: Ms. Rosy Kanaujia Designation: Company Secretary and Compliance Officer Qualification: Company Secretary and Bachelor of Commerce	26	March 06, 2018	NIL	6 months	NA



BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Given below are the details of our Key Management Personnel, in addition to Mr. Akhilesh Chaturvedi, the Chairman and Whole Time Director, Mr. Dharmesh Chaturvedi, Managing Director of our Company and Mr. Paresh Chaturvedi, Whole Time Director and CFO of our Company, as on the date of this Draft Prospectus. For details on profile of these executive directors, kindly refer the chapter titled “*Our Management*” beginning on page 117 of this Draft Prospectus.

Ms. Rosy Kanaujia, Company Secretary and Compliance Officer, Age: 26 Years

Ms. Rosy Kanaujia is the Company Secretary and Compliance officer of our Company. She is a qualified Company Secretary from Institute of Company Secretaries of India and holds a degree in Bachelors of Commerce from CSJM University, Kanpur. She looks after the overall corporate governance and secretarial matters of our Company. She was appointed Company Secretary and Compliance Officer of our Company with effect from March 06, 2018.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name and designation of Director	Relationship with Other Directors
1.	Mr. Akhilesh Chaturvedi, Chairman and Whole Time Director	Brother of Mr. Dharmesh Chaturvedi Brother of Mr. Paresh Chaturvedi
2.	Mr. Dharmesh Chaturvedi, Managing Director	Brother of Mr. Akhilesh Chaturvedi Brother of Mr. Paresh Chaturvedi
3.	Mr. Paresh Chaturvedi, Whole Time Director	Brother of Mr. Dharmesh Chaturvedi Brother of Mr. Akhilesh Chaturvedi

We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi, are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the period ended March 31, 2018
- Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except as under:

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Akhilesh Chaturvedi	6,65,300	19.15%
2.	Mr. Dharmesh Chaturvedi	6,65,300	19.15%
3.	Mr. Paresh Chaturvedi	5,55,800	15.99%
	Total	18,86,400	54.29%

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our Company belongs.



Payment of Benefits to Officers of Our Company (non-salary related)

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuation, ex-gratia/rewards.

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last three year except as stated below:

Sr. No.	Name	Designation	Date of Appointment/ Cessation/Promotion/ Transfer	Reasons
1.	Mr. Akhilesh Chaturvedi	Chairman and Whole Time Director	March 06,2018	Change in Designation
2.	Mr. Dharmesh Chaturvedi	Managing Director	March 06,2018	Change in Designation
3.	Mr. Paresh Chaturvedi	Whole Time Director and Chief Financial Officer	March 06,2018	Change in Designation
4.	Ms. Rosy Kanaujia	Company Secretary and Compliance Officer	March 06,2018	Appointment

INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company. For Details, please refer section titled “Financial information of the Company- Related party transaction” beginning on page 175 of Draft Prospectus.

Except as provided in this Draft Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “Note 22 - Statement of Related Party Transactions” on page 175 and Personal Guarantee towards Financial facilities of our Company please refer to “Statement of Financial Indebtedness” on page 181 of the Draft Prospectus.

OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL

Except as stated in this Draft Prospectus, there are no other benefits payable to our Key Managerial Personnel.

EMPLOYEES

The details about our employees appear under the Paragraph titled —Human Resource in Chapter Titled —Our Business beginning on page 100 of this Draft Prospectus.



OUR PROMOTERS AND PROMOTER GROUP


OUR PROMOTERS:

Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi are the promoters of our Company.

As on the date of this Draft Prospectus, our Promoters hold 18,86,400 Equity Shares which in aggregate, constitutes 54.29 % of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up equity share capital of our Company.

Brief profile of our promoters is as follows:-

Mr. Akhilesh Chaturvedi -Chairman &Whole Time Director		
	Qualification	B.Com
	Age	49 Years
	Address	58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur - 208001 , Uttar Pradesh, India
	Experience	26 Years
	Occupation	Business
	Driving License Number	Not held
	Voter Identification Card Number	UP/65/289/174236
	No. of Equity Shares held in DAPS Advertising Limited& [% of Shareholding (Pre issue)]	6,65,300 Equity Shares; 19.15% of Pre-Issue Paid up capital
	Other Interests	Directorships in other Companies:- Arpita Media Private Limited HUF:- AkhileshChaturvedi HUF
Mr. Dharmersh Chaturvedi–Managing Director		
	Qualification	B.Com
	Age	48 Years
	Address	26/89, Tapeshwari Devi, Birhana Road, Gwaltoli, Kanpur Nagar, Kanpur- 208001, Uttar Pradesh, India
	Experience	25 years
	Occupation	Business
	Driving License Number	UP78 20020058716
	Voter Identification Card Number	UP/65/289/174235
	No. of Equity Shares held in DAPS Advertising Limited& [% of Shareholding (Pre issue)]	6,65,300 Equity Shares; 19.15% of Pre-Issue Paid up capital
	Other Interests	Directorships in other Companies:- Nil HUF:- Dharmersh Chaturvedi HUF

Mr. Paresh Chaturvedi - Whole Time Director and CFO		
	Qualification	B.Com
	Age	46 Years
	Address	58/43, Society Bhawan, Birhana Road, Near Khatri Dharamshala, Kanpur Nagar, Kanpur - 208001, Uttar Pradesh, India
	Experience	23 years
	Occupation	Business
	Driving License Number	UP78 20180018585
	Voter Identification Card Number	DQD2249092
	No. of Equity Shares held in DAPS Advertising Limited & [% of Shareholding (Pre issue)]	5,55,800 Equity Shares; 15.99% of Pre-Issue Paid up capital
	Other Interests	Directorships in other Companies:- Arpita Media Private Limited HUF:- Paresh Chaturvedi HUF Proprietorship Firm:- M/s Vee Communication

Declaration

We confirm that the Permanent Account Number, Bank Account Number and Passport Number (as available) will be submitted to NSE at the time of filing of the Draft Prospectus.

Undertaking/ Confirmations

None of our Promoters or Promoter Group member has been:-

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad

None of our Promoters or members of the promoter group is or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or members of the Promoter Group have been declared as Willful defaulters. And, none of our Promoter Group entities or the Group Companies has become sick Companies under the IBC and no application has been made in respect of any of them to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoter Group entities or the Group Companies.



Common Pursuits

Our Promoter Group entity namely, M/s Vee Communication is engaged in the business of advertising agency as of our Company as on date of this Draft Prospectus. For further details of our Promoter Group refer to Section titled **“Our Promoter & Our Promoter Group”** & **“Group Companies”** beginning on page 131 and 137 respectively of the Draft Prospectus.

Further, we cannot assure that our Promoter/ Promoter Group or Group Company will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entity will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For further details, please refer section titled **“Risk Factors”** beginning on page 14 of the Draft Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Interest of our Promoters

Interest of the Promoters in our Company as stated below:

Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Prospectus, our Promoters, Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi collectively holds 18,86,400 Equity Shares in our Company i.e. 54.29% of the pre issue paid up Equity Share Capital of our Company. Our Promoters, Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them and unsecured loan given by them to our Company, if any.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 49 of this Draft Prospectus

Interest in the property of Our Company

Except as mentioned below, our Promoters do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of the Draft Prospectus or proposed to be acquired by us till date of filing the Prospectus with RoC.

Sr. No.	Name of Promoters	Address of Property	Interest and nature of interest
1.	Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi	Registered Office 128, Clyde House, Office No. 9-B, The Mall, Kanpur, Uttar Pradesh 208001, India.	Our Company has taken the said property on rent from Mrs. Sudha Chaturvedi (mother of Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi) vide rent agreement dated February 19, 2018 at rent of Rs. 30,000/- per month for 11 months, which can be extended for another period of 11 months or more with the mutual consent of both the parties.



In transactions for acquisition of land, construction of building and supply of machinery

Except as stated in the Chapter titled “**Financial Information of the Company – Note 22 Related Party Transactions**” and “**Our Business**” beginning on page 175 and 100 of this Draft Prospectus, none of our promoter or promoter group entities are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Other Interests in our Company

For transactions in respect of loans and other monetary transactions entered in past please refer **Note 22** on “**Related Party Transactions**” on page 175 forming part of “**Financial Information of the Company**” of this Draft Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “**Statement of Financial Indebtedness**” and “**Financial Information of our Company**” on page 181 and 143 respectively of this Draft Prospectus.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph “**Compensation of our Managing Director**” in the chapter titled “**Our Management**” beginning on page 121 also refer Note 22 on “**Related Party Transactions**” on page 175 forming part of “**Financial Information of the Company**” and Paragraph on “**Interest of Promoter**” in chapter titled “**Our Promoter and Promoter Group**” on page 133 of this Draft Prospectus.

Companies / Firms from which the Promoters have disassociated themselves in the last (3) three years

Except as mentioned below our Promoters have not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Prospectus:-

Name of Promoter	Name of Company	Reason for Disassociation
Mr. Dharmesh Chaturvedi	Nirbhik Communication Private Limited	Resignation from directorship by Mr. Dharmesh Chaturvedi due to preoccupation from this company dated February 13, 2018
	Goldfeather Ventures Private Limited	Resignation from directorship by Mr. Dharmesh Chaturvedi due to preoccupation from this company dated August 02, 2017
	Goldstar Tele Network Private Limited	Resignation from directorship by Mr. Dharmesh Chaturvedi due to preoccupation from this company dated June 30, 2018

Other ventures of our Promoters

Save and except as disclosed in this section titled “**Our Promoters and Promoter Group**” and “**Our Group Companies**” beginning on page 131 and 137 respectively of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date 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 and Material Developments**” beginning on page 202 of this Draft Prospectus.



Experience of Promoters in the line of business

Our Promoters, Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi have an experience of around 26 years, 25 years and 23 years respectively in our current line of business. Our Promoters are assisted by a qualified team to manage the operations of our Company.

Related Party Transactions

For the transactions with our Promoters, Promoter Group members and Promoter Group Companies, please refer to section titled “**Note 22 of Related Party Transactions – Financial Information of the Company**” beginning on page 175 of this Draft Prospectus.

Nature of family relationship between our Promoters:

The Promoters of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Promoter	Relationship with other Promoters
1.	Mr. Akhilesh Chaturvedi	Brother of Mr. Dharmesh Chaturvedi Brother of Mr. Paresh Chaturvedi
2.	Mr. Dharmesh Chaturvedi	Brother of Mr. Akhilesh Chaturvedi Brother of Mr. Paresh Chaturvedi
3.	Mr. Paresh Chaturvedi	Brother of Mr. Akhilesh Chaturvedi Brother of Mr. Dharmesh Chaturvedi

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(zb)(ii) of the SEBI (ICDR) Regulations, 2009, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship	Mr. Akhilesh Chaturvedi	Mr. Dharmesh Chaturvedi	Mr. Paresh Chaturvedi
Father	Late Vijay Kumar Chaturvedi	Late Vijay Kumar Chaturvedi	Late Vijay Kumar Chaturvedi
Mother	Sudha Chaturvedi	Sudha Chaturvedi	Sudha Chaturvedi
Spouse	Babita Chaturvedi	Shakti Chaturvedi	Archana Chaturvedi
Brother	Dharmesh Chaturvedi Paresh Chaturvedi	Akhilesh Chaturvedi Paresh Chaturvedi	Akhilesh Chaturvedi Dharmesh Chaturvedi
Sister	-	-	-
Son	Shuddhatm Chaturvedi	-	Utkarsh Chaturvedi
Daughter	Astha Chaturvedi	Srishti Chaturvedi Drishti Chaturvedi Vaibhavi Chaturvedi	Adya Chaturvedi
Spouse's Father	S.C. Chaturvedi	Late R.K. Chaturvedi	K.L. Chaturvedi
Spouse's Mother	Kamla Chaturvedi	Suman Chaturvedi	Nirmala Chaturvedi
Spouse's Brother	Vinay Chaturvedi Amit Chaturvedi	Aadesh Chaturvedi	Pavan Chaturvedi
Spouse's Sister	Mamta Chaturvedi Pinky Chaturvedi	Deepika Chaturvedi Jyoti Chaturvedi Samta Chaturvedi Arti Chaturvedi	Renuka Chaturvedi Ranjana Chaturvedi Poonam Chaturvedi Monika Chaturvedi



2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following entities would form part of our Promoter Group:

Sr. No.	Nature of Relationship	Entity
1.	Any Body corporate in which 10% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	1. Arpita Media Private Limited 2. Goldstar Tele Network Private Limited
2.	Any company in which a company mentioned in (1) above, holds 10% or more, of the equity share capital	Nil
3.	Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total	Proprietorship: 1. M/s Vee Communication HUF: 1. Akhilesh Chaturvedi HUF 2. Dharmesh Chaturvedi HUF 3. Paresh Chaturvedi HUF



OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, 2009 for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India as per Restated Financial Statements for last three financial years i.e F.Y. 2017-18, 2016-17 and 2015-16. Further, pursuant to a resolution of our Board dated September 28, 2018 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions :-

1. Such Company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations and;
2. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 5% of total revenue of the company as per Restated Financial Statements.

Based on the above, the following Companies are identified as Group Companies of our Company:-

1. Goldstar Tele Network Private Limited
2. Nett Value Media Private Limited
3. Kriya Communications Private Limited

The details of our Group Companies are provided below:-

1. Goldstar Tele Network Private Limited

Brief Description of Business :	Engaged in the business of media broadcasting		
Date of Incorporation	November 27, 2012		
CIN	U74120UP2012PTC053817		
Registered Office Address	Room No- 709, 7th Floor, Mega Mall, 63/2 C, The Mall, Kanpur, Uttar Pradesh - 208001 India		
Board of Directors*	Name	DIN	
	Mr. Anurag Kumar Agarwal	00015700	
	Mr. Akshay Kumar	02550375	
	Mr. Anshul Kumar Bansal	06430221	
Audited Financial Information	(Rs. in Lacs, except per share data)		
	For The Year Ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Paid up Equity Share Capital	182.00	162.00	162.00
Reserves and Surplus (excluding Revaluation Reserve and less Misc. Expenses, if any)	47.82	4.95	4.72
Net worth	229.81	166.94	166.72
Turnover (a)	1268.16	429.26	505.18
Other Income (b)	4.04	45.11	12.11
Total Revenue (a) + (b)	1272.20	474.37	517.29
Profit/ (Loss) after tax	42.87	0.22	4.36
Earnings per share (face value of Rs. 10 each)	2.36	0.01	0.27
Net asset value per share	12.63	10.30	10.29

*As on date of Draft Prospectus

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.



Shareholding Pattern as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Anurag Kumar Agarwal	10,000	0.31%
2.	Dharmesh Chaturvedi	640,000	20.00%
3.	Kumar Akshay	320,000	10.00%
4.	Anshul Kumar Bansal	10,000	0.31%
5.	Pankaj Kaya	20,000	0.63%
6.	Chandan Agarwal	10,000	0.31%
7.	Sanjay Dixit	640,000	20.00%
8.	Goldfeather Ventures Private Limited	1,550,000	48.44%
	Total	3,200,000	100.00%

Nature and extent of interest of our Promoters

Our promoter, Dharmesh Chaturvedi holds 20% of the share in Goldstar Tele Network Private Limited.

2. Nett Value Media Private Limited

Brief Description of Business :	Engaged in the media and communication business		
Date of Incorporation	May 06, 2013		
CIN	U22190MH2013PTC243022		
Registered Office Address	504, Corporate Avenue Sonawala Road, Goregaon (E) Mumbai Mumbai City Maharashtra, 400063 India		
Board of Directors*	Name	DIN	
	Mr. Janardan Prasad Pandey	06523687	
	Mr. Vijay Devichand Jain	06530343	
Audited Financial Information	(Rs. in Lacs, except per share data)		
	For The Year Ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Paid up Equity Share Capital	20.00	5.00	5.00
Reserves and Surplus (excluding Revaluation Reserve and less Misc. Expenses, if any)	138.62	118.89	76.82
Net worth	158.62	123.89	81.82
Turnover (a)	2860.38	1759.08	1783.96
Other Income (b)	2.20	1.61	0.77
Total Revenue (a) + (b)	2862.58	1760.69	1784.73
Profit/ (Loss) after tax	34.72	42.07	43.72
Earnings per share (face value of Rs. 10 each)	17.36	84.14	87.44
Net asset value per share	79.31	247.78	163.65

*As on date of Draft Prospectus

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.

Shareholding Pattern as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Janardan Pandey	1,00,000	50.00%
2.	Vijay Jain	1,00,000	50.00%
		2,00,000	100.00%



3. Kriya Communications Private Limited

Brief Description of Business :	Engaged in the media and communication business		
Date of Incorporation	January 03, 2011		
CIN	U22130MH2011PTC211732		
Registered Office Address	503,Corporate Avenue, Next to Udyog Bhawan Sonawala Road, Goregoan (East) Mumbai Maharashtra, 400063 India		
Board of Directors*	Name	DIN	
	Mrs. Jyoti Janardan Pandey	03315171	
	Mr. Baljinder Singh Mann	05260297	
Audited Financial Information	(Rs. in Lacs, except per share data)		
	For The Year Ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Paid up Equity Share Capital	2.00	2.00	2.00
Reserves and Surplus (excluding Revaluation Reserve and less Misc. Expenses, if any)	20.28	14.60	21.25
Net worth	22.28	16.60	23.25
Turnover (a)	269.13	273.02	110.74
Other Income (b)	0.41	0.38	0.06
Total Revenue (a) + (b)	269.54	273.40	110.80
Profit/ (Loss) after tax	5.67	(6.64)	10.53
Earnings per share (face value of Rs. 10 each)	28.37	(33.22)	52.63
Net asset value per share	111.39	83.02	116.24

*As on date of Draft Prospectus

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.

Shareholding Pattern as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares held	% of Shareholding
1.	Jyoti Janardan Pandey	12,000	60.00%
2.	Baljinder Singh Mann	2,000	10.00%
3.	Asha Bisht	1,000	5.00%
4.	Chandrakant Mandot	4,000	20.00%
5.	Narendra Hiraskar	1,000	5.00%
	Total	20,000	100.00%

Loss Making/ Negative Net-worth Group Companies

Except for Kriya Communications Private Limited, which has incurred loss in the financial year 2015-16, none of our Group Company has incurred loss in the preceding last three financial years.

Further, none of our Group Companies has Negative Net worth.

Defunct /Struck-off Company

None of Promoters, Promoter Group and our Group Companies has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this draft prospectus.



Sick company and winding up:-

Our Group Companies does not fall under the definition of sick companies under the erstwhile SICA and none of them are under winding up. Further, there are no pending proceedings under the Insolvency and Bankruptcy Code, 2016 in respect of our Group Company.

Nature and Extent of Interest of Group Companies

a) In the promotion of our Company :

None of our Group Companies has any interest in the promotion of our Company.

b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Prospectus with stock exchange:

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Prospectus with Stock Exchange.

c) In transactions for acquisition of land, construction of building and supply of machinery

Except as stated in the Chapter titled “Our Business” beginning on page 100 of this Draft Prospectus, our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Related business transaction within the Group and their significance on the financial performance of the company:

For details relating to the business transactions within the Group Companies and their significance on the financial performance of the Company see the chapter titled “*Financial Information of the Company – Note 22- Related Party Transactions*” on page 175 of this Draft Prospectus.

Sales / Purchase between our Company and Group Companies:

For details relating to sales or purchases between our Company and any of our Group Companies exceeding 10% of the sales or purchases of our Company see the chapter titled “*Financial Information of the Company–Note 22- Related Party Transactions*” on page 175 of this Draft Prospectus.

Business Interests amongst our Company and Group Companies /Associate Companies

Except as mentioned under, “*Financial Information of the Company – Note 22- Related Party Transactions*” beginning on page 175, there is no business interest among Group Companies.

Litigations

For details on litigations and disputes pending against the Group Companies, if any, please refer to the section titled “*Outstanding Litigations and Material Developments*” on page 202 of this Draft Prospectus.

Common Pursuits/Conflict of Interest

Nett Value Media Private Limited and Kriya Communications Private Limited are engaged in similar line of business as of our Company. As on the date of the Draft Prospectus, we cannot assure that our Promoter, Promoter Group/Group Company will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.



Undertaking / confirmations

Our Group Companies has not been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Our Group Companies has not been identified as Wilful Defaulters.



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 five 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 V- FINANCIAL INFORMATION OF THE COMPANY
RESTATED FINANCIAL STATEMENTS

Independent Auditors' Report

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
DAPS Advertising Limited
128, Clyde House, Office No. 9-B, The Mall,
Kanpur – 208001 (UP)

Dear Sirs,

- (1) We have examined the attached Restated Financial Information of **DAPS Advertising Limited** (the “Company”) which comprise of the Restated Summary Statement of Assets and Liabilities as at 31st March, 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014; the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flows for each of the years ended 31st March, 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014; the Summary Statement of Significant Accounting Policies, read together with the annexures and notes thereto and Other Restated Financial Information explained in paragraph 8 below, for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed initial public offer (the “IPO”).
- (2) The Restated Financial Information has been approved by the Board of Directors of the Company and is prepared in terms of the requirements of:
 - (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“the Rules”); and
 - (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").
- (3) The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 12 below. The Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules and ICDR Regulations.
- (4) We have examined such Restated Financial Information after taking into consideration:
 - (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the IPO; and
 - (b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (‘ICAI’), (“The Guidance Note”).
- (5) The Restated Financial Information has been compiled by the Management from the audited Financial Statements of the Company as at and for the period ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors on 7th July, 2018, 31st August, 2017, 31st August, 2016, 24th August, 2015, 18th August, 2014, and 20th August, 2013 respectively.
- (6) For the purpose of our examination, we have relied upon the Auditor’s Report issued by **Kedia Gupta & Associates, Chartered Accountants, Kanpur**, on the financial statements of the Company as on 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 and for each of the financial years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014. We have examined books of account underlying those audited financial



statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Restated Financial Information under the requirements of Schedule III of the Act.

- (7) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note read together with paragraph 6 above (including reliance placed on the report of the statutory auditor as referred to in paragraph 6 above), we report that:
- (a) The **Restated Summary Statement of Assets and Liabilities** of the Company, as at 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure I** to the Restated Financial Information, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV – Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements**. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.
- (b) The **Restated Summary Statement of Profit and Loss of the Company**, for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure II** to the Restated Financial Information, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV – Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements**. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.
- (c) The Restated Summary Statement of Cash Flows of the Company for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure III** to the Restated Financial Information, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV – Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements**. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.
- (d) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the report of the statutory auditor as referred to in Para 6 above, we further report that:
- (i) As explained in **Annexure IV** to the Restated Financial Information, the Restated Financial Information has been prepared after incorporating adjustments for the changes in accounting policies and estimates retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- (ii) As explained in **Annexure IV** to the Restated Financial Information, the Restated Financial Information has been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;
- (iii) The Restated Financial Information does not contain any extra-ordinary items that need to be disclosed separately other than those disclosed already and do not contain any qualification requiring adjustments.
- (8) We have also examined the following Other Restated Financial Information of the Company set out in the **notes** prepared by the Management and approved by the Board of Directors for the year ended on 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014:

a)	Restated Summary Statement of Share Capital	Note – 1
b)	Restated Summary Statement of Reserves & Surpluses	Note – 2
c)	Restated Summary Statement of Long Term Borrowings	Note – 3
d)	Restated Summary Statement of Principal Terms of Secured Loans and Assets Charged as Security	Note – 3(a)
e)	Restated Summary Statement of Terms & Conditions of Unsecured Loans	Note- 3(b)



f)	Restated Summary Statement of Deferred Tax Assets & Liabilities	Note – 4
g)	Restated Summary Statement of Other Long-term Provisions	Note – 5
h)	Restated Summary Statement of Short Term Borrowings	Note – 6
i)	Restated Summary Statement of Trade Payables	Note – 7
j)	Restated Summary Statement of Other Current Liabilities	Note – 8
k)	Restated Summary Statement of Short Term Provisions	Note – 9
l)	Restated Summary Statement of Property, Plant & Equipment	Note – 10
m)	Restated Summary Statement of Trade Receivables	Note – 11
n)	Restated Summary Statement of Cash & Cash Equivalents	Note – 12
o)	Restated Summary Statement of Short-term Loans & Advances	Note – 13
p)	Restated Summary Statement of Other Current Assets	Note -14
q)	Restated Summary Statement of Revenue from Operations	Note – 15
r)	Restated Summary Statement of Other Incomes	Note – 16
s)	Restated Summary Statement of Operational Expenses	Note – 17
t)	Restated Summary Statement of Employee Benefit Expenses	Note – 18
u)	Restated Summary Statement of Finance Costs	Note – 19
v)	Restated Summary Statement of Depreciation & Amortization Expenses	Note – 20
w)	Restated Summary Statement of Other Expenses	Note – 21
x)	Restated Summary Statement of Related Party Transactions	Note – 22
y)	Restated Summary Statement of Contingent Liabilities	Note – 23
z)	Restated Summary Statement of Mandatory Accounting Ratios	Note – 24
aa)	Restated Summary Statement of Tax Shelter	Note – 25
ab)	Restated Summary Statement of Capitalization	Note – 26

According to the information and explanations given to us, and also as per the reliance placed on the reports of the statutory auditor as referred to in Para 6 above, in our opinion, the Restated Financial Information including the above mentioned Other Restated Financial Information contained in **Notes 1 to 26**, read with Restated Summary Statement of Significant Accounting Policies disclosed in **Annexure IV**, are prepared after making adjustments and regroupings as considered appropriate as disclosed in **Annexure IV** and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of the Rules, ICDR Regulations and the Guidance Note.

- (9) We have not audited or reviewed any Financial Statements of the Company as of any date or for any period subsequent to 31 March 2018. Accordingly, we express no opinion on the Financial Position, Results of the Operations or Cash Flow of the Company as of any date or for any period subsequent to 31 March 2018.
- (10) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.
- (11) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- (12) Our report is intended solely for use of the Management for inclusion in the offer document to be filed with the Stock Exchange where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Mansaka Ravi & Associates
Chartered Accountants
FRN: 015023C

Sd/-

CA Ravi Mansaka



Partner

M.N. 410816

Date: 28-09-2018

Place: Jaipur



ANNEXURE - I
RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Particulars	NOTE	As At				
		31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	1	347.49	10.53	10.53	10.53	10.53
Reserves and Surplus (excluding Revaluation Reserves, if any)	2	170.69	387.49	293.01	211.03	150.68
Money received against share warrants		0.00	0.00	0.00	0.00	0.00
Share Application Money Pending Allotment						
Non Current Liabilities						
Long-term Borrowings	3	86.58	80.42	47.42	53.80	57.70
Deferred tax liabilities (Net)	4	0.00	0.00	0.00	0.00	0.00
Other Long Term Liabilities		0.00	0.00	0.00	0.00	0.00
Long-term Provisions	5	1.37	0.00	0.00	0.00	0.00
Current Liabilities						
Short-term Borrowings	6	62.66	2.58	75.68	119.83	56.00
Trade Payables	7					
(a) total outstanding dues of micro enterprises and small enterprises; and		0.00	0.00	0.00	0.00	0.00
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.		649.98	270.45	266.29	460.37	176.53
Other Current Liabilities	8	59.52	41.26	38.71	35.61	14.28
Short-term Provisions	9	0.00	7.15	0.00	0.00	0.00
Total		1378.29	799.88	731.64	891.18	465.72
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	10	31.63	35.01	20.06	11.39	6.14
(ii) Intangible Assets		0.00	0.00	0.00	0.00	0.00
(iii) Capital Work-In-Progress		0.00	0.00	0.00	0.00	0.00
Non Current Investments						
Deferred Tax Assets (Net)	4	4.16	2.67	2.32	1.31	0.48
Long-term Loans and Advances		0.00	0.00	0.00	0.00	0.00
Other Non Current Assets		0.00	0.00	0.00	0.00	0.00
Current Assets						
Current Investments		0.00	0.00	0.00	0.00	0.00
Inventories		0.00	0.00	0.00	0.00	0.00
Trade Receivables	11	1000.32	544.47	490.45	698.99	384.73
Cash and Cash Equivalents	12	320.86	187.50	162.84	153.39	50.55
Short-term Loans and Advances	13	19.05	24.90	46.07	19.13	16.79
Other Current Assets	14	2.26	5.33	9.90	6.96	7.03
Total		1378.29	799.88	731.64	891.18	465.72

Note-: The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures IV, II and III.

ANNEXURE - II
RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

	PARTICULARS	NOTE	FOR THE YEAR ENDED				
			31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
I	Revenue from Operations	15	2316.72	1945.92	2018.40	1602.94	1339.54
II	Other Incomes	16	21.24	40.36	42.85	29.90	29.01
III	Total Income (I+II)		2337.96	1986.29	2061.25	1632.84	1368.55
	Expenses:						
	Operational Expenses	17	2060.30	1753.72	1847.98	1461.16	1227.02
	Purchase of Stock in Trade		0.00	0.00	0.00	0.00	0.00
	Changes in Inventories of finished goods, Stock-in-Trade and work-in-progress		0.00	0.00	0.00	0.00	0.00
	Employee Benefits Expenses	18	53.31	49.15	48.41	45.70	45.09
	Finance Costs	19	10.82	11.10	11.63	11.63	5.32
	Depreciation And Amortization Expense	20	14.52	9.05	7.78	4.96	1.48
	Other Expenses	21	31.15	20.90	22.98	21.72	18.15
	Total Expenses (IV)		2170.10	1843.91	1938.77	1545.18	1297.06
V	Profit/(loss) before exceptional items and tax (I-IV)		167.86	142.37	122.47	87.65	71.49
VI	Exceptional Items						
VII	Profit/(loss) before tax (V-VI)		167.86	142.37	122.47	87.65	71.49
VIII	Tax Expense						
	Current Tax		48.34	47.96	41.51	27.98	22.14
	Deferred Tax Liability / (Asset)		-1.49	-0.35	-1.01	-0.83	-0.05
	Interest on Income-tax		0.86	0.00	0.00	0.00	0.00
	Taxation adjustment		0.00	0.28	0.00	0.00	0.00
IX	Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)		120.15	94.49	81.97	60.50	49.40
X	Profit/ (Loss) from Discontinuing operation		0.00	0.00	0.00	0.00	0.00
XI	Tax expenses of discontinuing operations		0.00	0.00	0.00	0.00	0.00
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)						
XIII	Restated profit/(loss) for the period		120.15	94.49	81.97	60.50	49.40

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



ANNEXURE - III
RESTATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. In Lakhs)

Particulars	For the Year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax	167.86	142.37	122.47	87.65	71.49
Adjustment for :					
Less: Interest on Fixed Deposit	-6.90	-12.66	-13.55	-5.89	-3.88
Less: Loss on Sale of Fixed Assets	-2.24	0.00	0.00	0.00	0.00
Add: Depreciation	14.52	9.05	7.78	4.96	1.48
Add: Provision of Gratuity	1.37	0.00	0.00	0.00	0.00
Add: Interest on Borrowed Fund & Finance Charges	10.82	11.10	11.63	11.63	5.32
Operating profit before working capital changes	185.43	149.85	128.33	98.36	74.41
Adjustment for :					
(Increase)/Decrease in Trade Receivables	-455.86	-54.02	208.54	-314.26	-94.44
(Increase)/Decrease in Short Term loans and advances	5.85	21.17	-26.94	-2.34	-10.57
(Increase)/Decrease in Other Current Assets	3.07	4.57	-2.94	0.08	-3.46
Increase/(Decrease) in Trade Payables	379.53	4.16	-194.08	283.85	-21.87
Increase/(Decrease) in Short Term Borrowings	60.08	-73.10	-44.15	63.83	49.96
Increase/(Decrease) in Other Current Liabilities	18.27	2.55	3.10	21.33	2.53
Increase/(Decrease) in Short Term Provisions	0.00	0.00	0.00	0.00	0.00
	10.94	-94.67	-56.47	52.48	-77.85
Cash generated from / (used in) operations	196.37	55.18	71.86	150.83	-3.44
Income Tax Paid/(refund)	56.35	41.08	41.51	27.98	22.14
Net cash generated from/(used in) operating activities - (A)	140.02	14.10	30.34	122.85	-25.58
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets	-15.09	-24.00	-16.44	-10.36	-0.94
Increase in Capital Work-in-Progress	0.00	0.00	0.00	0.00	0.00
Sale of Fixed Assets	6.19	0.00	0.00	0.00	0.00
(Increase)/Decrease in Bank Deposits	-5.68	-1.25	-12.20	-100.34	-3.49
Interest Income on Fixed Deposit	6.90	12.66	13.55	5.89	3.88
(Increase)/Decrease in Long Term Loans and Advances	0.00	0.00	0.00	0.00	0.00
Net cash (used in) Investing Activities - (B)	-7.68	-12.59	-15.09	-104.81	-0.55
CASH FLOW FROM FINANCING ACTIVITIES					
Increase/(Decrease) in Long Term Borrowings	6.16	32.99	-6.37	-3.90	14.82
Interest & Finance Charges	-10.82	-11.10	-11.63	-11.63	-5.32
Net cash(used in) / from financing activities - (C)	-4.66	21.89	-18.00	-15.53	9.50
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	127.68	23.41	-2.75	2.51	-16.63
Cash and cash equivalents at the beginning of the year	28.54	5.13	7.88	5.37	22.00
Cash and cash equivalents at the end of the year	156.22	28.54	5.13	7.88	5.37
Cash and cash equivalents at the end of year comprises :					
1. Components of cash and cash equivalents:					
Particulars	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Cash on hand	13.47	2.19	4.53	7.27	5.37



Balances with scheduled banks in current accounts	142.74	26.35	0.60	0.60	0.00
Total Cash and cash equivalents	156.22	28.54	5.13	7.88	5.37

Notes: -

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act")) read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Negative figures represent outflow.
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 as appearing in Annexures IV, I and II.



ANNEXURE IV

RESTATED SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES

A. Background

Daps Advertising Limited (Earlier known as Daps Advertising Private Limited) (“the Company”) was incorporated on 29th April, 1999. Company is an integrated advertising agency with infrastructure for design and media having INS Accreditation, located at Kanpur. Company offers a comprehensive range of public relations services and have the size, reach, resources, strengths and specialist skills to meet the communications needs of any organization such as Advertising campaigns for newspapers, magazines, outdoor media, print media, electronic media, organize hoardings, wall paintings, slides, banners, commercials, brochures, leaflets, posters, signboards, etc.

B. Significant Accounting Policies

(1) Basis of preparation

The Restated Summary Statement of Assets and Liabilities of the Company in Annexure I as at 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 and the Restated Summary Statement of Profit and Loss in Annexure II and the Restated Summary Statement of Cash Flows in Annexure III for the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 along with Notes-1 to 26 (collectively referred to as the “Restated Summary Financial Information”) have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Registrar of Companies (“ROC”) and relevant stock exchange/s, as may be required in connection with the proposed Initial Public Offering (“IPO”).

The Restated Summary Financial Information have been extracted by the management from audited financial statements of the Company for respective period/years (“Financial Statements”), after applying necessary adjustments. The Financial Statements comprise of the Statement of Assets & Liabilities as at year end, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Financial Statements were prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India (“Indian GAAP”) and the requirements of the Companies Act, 1956 (up to 31 March 2014), and notified Sections, Schedules and Rules of the Companies Act, 2013 (with effect from 01 April 2014) (“the Act”), including the Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable.

The accounting policies have been consistently applied by the Company to the years presented in the Restated Summary Financial Information. The Restated Summary Financial Information of the Company have been prepared to comply in all material respects with the requirements of Chapter III to the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The Restated Summary Financial Information are presented in Indian rupees (in lakhs), unless otherwise stated. These Restated Summary Financial Information were reviewed by the Audit Committee on 28th September, 2018 and subsequently approved by the Board of Directors of the Company on 28th September 2018.

(2) Use of Estimates

The preparation of these Restated Financial Information in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in current and future periods.



(3) Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is due to be settled within 12 months after the reporting date; or
- d. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company considers its operating cycle to be within one year.

(4) Property, Plant and Equipment and Depreciation thereon

a) Property, Plant and Equipment

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and/ or accumulated impairment loss, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of Property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

A Property, plant and equipment is eliminated from the Financial Statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement or gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives in accordance with the provisions of Accounting Standard (AS) – 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India.

b) Depreciation



Till the year ended 31 March 2014, depreciation on Property, plant and equipment other than leasehold improvements was provided for on a written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation in respect of Property, plant and equipment acquired during the year whose actual cost does not exceed Rs. 5,000 has been provided at 100%.

After the applicability of Schedule II of the Companies Act, 2013, with effect from 01 April 2014, depreciation on Property, plant and equipment is provided for on a written down value method at the rates prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Property, plant and equipment sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such Property, plant and equipment are sold, discarded or demolished.

Pursuant to the Act being effective from 01 April 2014, the Company has revised depreciation rates on certain Property, plant and equipment as per the useful life specified in Part 'C' of Schedule II to the Act. As a result of this change, the depreciation charge for the year ended 31 March 2015 is higher by an amount of **Rs. 0.15 Lakh** in respect of Property, plant and equipment whose useful life is already exhausted as on 01 April 2014 has been adjusted from retained earnings.

Cost of Property, plant and equipment not ready for use as at the Balance Sheet date are disclosed as capital work-in-progress.

(5) Revenue Recognition

(a) Service Income

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured with reliable certainty of realizing the consideration. Revenue from sale of services are recognized as net of trade discounts, if any. Sales exclude all type of taxes such as service tax, sales tax, value added tax or Goods and Service Tax, etc. charged to the customers.

(b) Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(c) Dividend Income

Dividend income is recognized when right to receive the payment is established.

(6) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(7) Foreign Currency Transactions

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets, are adjusted with the carrying cost of such assets.

(8) Employee Benefits



(a) Short term employee benefits

All employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

(b) Post-employment Benefits

(i) Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Employer makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Employer's contribution is recognized as an expense in the Restated Summary Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined benefit plans

The Company's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the period/year end using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date.

(iii) Compensated absences

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

(iv) Termination benefits

Termination benefits are recognized as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(9) Accounting for Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.



The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(10) Earnings Per Share:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

(11) Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not discounted to its present value, and are determined based on the management's best estimate of the amount of obligation required at the period/year end. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the Financial Statements of the period in which the change occurs.

(12) Impairment of Assets

The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of



money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

(13) Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(14) SEGMENT REPORTING

Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business comprises of providing of advertising services and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

1. Geographical Segment

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

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

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

D. CHANGE IN ACCOUNTING ESTIMATES

a. Useful lives/depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II Part C to the 2013 Act prescribes useful lives for property, plant and equipment which, in many cases, are different from the useful lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its property, plant and equipment. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, though these rates in certain cases are different from lives prescribed under Schedule II there is no material impact of the same.

In Restated financials the Company has calculated the depreciation based on the rates given in Schedule XIV of the Companies Act, 1956 till 31.03.2014 and after 31.03.2014 based on the rates given in Schedule II of the Companies Act, 2013. In respect of assets whose useful life had already exhausted as on 1 April 2015, has been adjusted in Reserves and Surplus in accordance with requirements of Para 7 of Part C of Schedule II of the Act. Such assets which do not have useful life as on 01.04.2014 were having WDV Rs.0.15 Lakhs.



b. Component accounting:

During the previous year i.e., with effect from 1 April 2014, the Company has adopted component accounting as required under Schedule II to the Companies Act, 2013. The Company was previously not identifying components of property, plant and equipment separately for depreciation purposes; rather, a single useful life/ depreciation rate was used to depreciate each item of property, plant and equipment.

Due to application of Schedule II to the 2013 Act, the Company has changed the manner of depreciation for its property, plant and equipment. Now, the Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. However, it does not have any impact on the Restated Unconsolidated Summary Statement of Profit and Loss for the year ended 31 March 2015. The aforesaid policy has been consistently applied by the Company during the current year.

E. NOTES ON THE RESTATED FINANCIALS

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

(2) The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

(3) Employee benefits (Accounting Standard – 15 “Employee Benefits”)

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary in restated financials. The disclosures as envisaged under the standard are as under:-

Disclosure in respect of Gratuity:

Particulars	2017-18
1.The amounts recognised in the Balance Sheet are as follows: (Rs. In Lakhs)	
Present value of obligations Recognized	1.37
Net Liability	
2.The amounts recognised in the Profit & Loss A/c are as follows: (Rs. In Lakhs)	
Current Service Cost	1.37
Interest on Defined Benefit Obligation	
Net Actuarial Losses/(Gains) recognized in the year	
Past Service Cost	
Total, Included in “Salaries& Allowances”	1.37
3.Changes in the present value of defined benefit obligation: (Rs. In Lakhs)	
Defined benefit obligation as at the beginning of the year/period	0
Service cost	1.37
Interest cost	
Actuarial Losses/(Gains)	
Past Service Cost	
Defined benefit obligation as at the end of the year/period	1.37
4. Current Liability	
Period	As on 31.03.2018
Short Term Liability (Rs. In Lakhs)	0.004
Non-Current Liability (Rs. In Lakhs)	1.37



Total Liability (Rs. In Lakhs)	1.37
5. Projection for next period	
Best Estimate for contribution during next period	Rs. 0.53 Lakh
6. Benefit Description	
Benefit type:	Gratuity Valuation as per Act
Retirement Age:	60 years
Vesting Period:	5 years
Salary	last drawn qualifying salary
Benefits on normal retirement	15/26xSalaryxPast Service Years
Benefits on early exit due to death and disability	As above except no vesting condition apply
Limit	Rs. 20 Lakhs
7. The principal actuarial assumptions for the above are:	
Number of Employees	9
Total Monthly Salary	Rs. 1.30 Lakh
Average Past Service Years	2.7
Average Future Service Years	28.3
Average Age (Years)	31.7
Weighted Average Duration (based on discounted cash flows) in years	25
Average Monthly Salary	Rs. 14389
Future Salary Rise:	5.00%P.A
Discount rate per annum:	7.75%P.A
Mortality Rate:	IALM 2006-08 Ultimate
Expected Rate of Return	0
Withdrawal Rate (p.a.)	5% (18-30 Years)
Withdrawal Rate (p.a.)	3% (30-44 Years)
Withdrawal Rate (p.a.)	2% (44-60 Years)

8. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2018
Defined Benefit Obligation (Base)	1.37 @ Salary Increase Rate : 5%, and discount rate :7.75%
Liability with x% increase in Discount Rate	1.21; x=1.00% [Change (12)%]
Liability with x% decrease in Discount Rate	1.57; x=1.00% [Change 15%]
Liability with x% increase in Salary Growth Rate	1.58; x=1.00% [Change 15%]
Liability with x% decrease in Salary Growth Rate	1.20; x=1.00% [Change (12)%]
Liability with x% increase in withdrawal Rate	1.42; x=1.00% [Change (3)%]
Liability with x% decrease in withdrawal Rate	1.32; x=1.00% [Change 4%]

Note: provisions of Gratuity Act are not applicable on the company due to non-fulfilling the minimum number of employee criteria. However, the company has made provision of gratuity in FY 2017-18 in the interest of employees of the Company.



(4) Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segment within the meaning of Accounting standard -17, which differ from each other in risk and reward.

(5) Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2018 except as mentioned in Note -23, for any of the years covered by the statements.

(6) Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note - 22 of the enclosed financial statements.

(7) Accounting for Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

(Rs. in Lakhs)

Particulars	As At				
	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Deferred Tax Liability					
Net WDV as Per Companies Act	31.63	35.01	20.06	11.39	6.14
Net WDV as per Income Tax Act	45.22	44.71	27.08	15.36	7.68
Timing Difference Due to Depreciation	-13.59	-9.70	-7.03	-3.96	-1.54
Deferred Tax Liability (A)	-3.78	-2.67	-2.32	-1.31	-0.48
Incremental Due to Depreciation	-1.11	-0.35	-1.01	-0.83	-0.05
Gratuity Provisions Accumulated	1.37	0.00	0.00	0.00	0.00
Deferred Tax Assets (B)	0.38	0.00	0.00	0.00	0.00
Incremental Due to Gratuity Provisions	0.38	0.00	0.00	0.00	0.00
Cumulative Balance of Deferred Tax Liability/(Deferred Tax Assets) (A-B)	-4.16	-2.67	-2.32	-1.31	-0.48
Opening Deferred Tax Liability	-2.67	-2.32	-1.31	-0.48	-0.43
Debited/(Credit) to Restated Statement of Profit and Loss Account	-1.49	-0.35	-1.01	-0.83	-0.05

(8) Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Note –32of the enclosed financial statements.

(9) Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

(10) Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

(11) Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest Rupees in lakhs. Figures in brackets indicate negative values.



(12) Material adjustments [as per SEBI (ICDR) Regulations, 2009]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

(Rs. In Lakhs)					
Particulars	31.03.18	31.03.17	31.03.16	31.03.15	31.03.14
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	119.73	94.88	82.58	60.35	49.50
Decrease/(Increase) in Depreciation as per Companies Act	-0.25	-0.52	-0.94	1.01	-0.15
Decrease/(Increase) in Profit/(Loss) on Sale of Fixed Assets	0.19	0.00	0.00	0.00	0.00
Decrease/(Increase) in Deferred Tax	2.25	-0.32	0.36	-0.23	0.05
Decrease/(Increase) in Expenses due to Gratuity Provisions	-1.37	0.00	0.00	0.00	0.00
Decrease/(Increase) in Provision of income tax	0.73	0.72	0.00	0.00	0.00
Decrease/(Increase) in Interest on Income-tax	-0.86	0.00	0.00	0.00	0.00
Decrease/(Increase) in Interest Expenses due to Provisions	-0.26	0.01	-0.02	-0.03	0.00
Decrease/(Increase) in Earlier Year Income-tax Adjustment	0.00	-0.28	0.00	0.00	0.00
Decrease/(Increase) in sundry balances written off	0.00	0.00	0.00	-0.60	0.00
Net Increase/ (Decrease)	0.42	-0.39	-0.61	0.15	-0.10
Profits after Tax as per Restated Accounts	120.15	94.49	81.97	60.50	49.40

Notes to Statement of Adjustments

a) Adjustment on account of provision for Gratuity:

The Company did not provide gratuity based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity have been done as per the actuarial valuation and accordingly short/excess provisions in respective year/period were adjusted to comply with the requirement of AS-15 (Revised).



b) Accounting of Depreciation

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was wrong on account of arithmetical errors and wrong rate of depreciation adopted, and non-compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. Further, the same has also impact on profit and loss on sale of fixed asset items during the restatement period. The same has been rectified and accordingly effect thereof has been stated in Table 1 (**Statement of Profit and Loss after Tax**).

c) Adjustment on account of Provision of Deferred Tax:

Due to changes in Depreciation and Provision for Gratuity, Disallowances, etc, the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year/period.

d) Accounting of excess Depreciation prior to 31.03.2013:

During the period of restatement, the Company has identified excess depreciation charged amounting to Rs. 1.39 Lakhs on fixed assets upto 31.03.2013 and accordingly, Rs. 1.39 Lakhs has been added to Opening balance of Retained earnings on account of such excess depreciation charged in earlier years, etc. and adjusted the carrying amount of Fixed Assets as on 01.04.2013. Further, corresponding adjustment on account of Deferred Tax on such excess depreciation amounting to Rs. 43,066/- has been reduced from Opening Balance of Retained Earnings as on 01.04.2013.

e) Provision of Interest Expenses and other adjustments

During the period of restatement, the Company has identified that it was not making provisions in respect of interest expenses as per repayment schedules of the respective loan. The interest was accounted for as and when it was paid only. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

For Mansaka Ravi & Associates
Chartered Accountants
FRN 015023C
PRC No. 008582

Sd/-

Ravi Mansaka, FCA
Partner
Membership No. 410816
Date: 28.09.2018
Place: Jaipur



NOTE-1
RESTATED SUMMARY STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
(a) Number and Amount of Authorised Share Capital					
Number of Equity Share of Rs. 10 each (Rs. 100 each for FY 16-17, 15-16, 14-15 and 13-14)	55.00	0.12	0.12	0.12	0.12
Total Authorised Equity Capital	550.00	12.00	12.00	12.00	12.00
Number of Preference Share of Rs. 10 each					
Total Authorised Preference Capital					
Total Authorised Share Capital	550.00	12.00	12.00	12.00	12.00
(b) Issued, Subscribed & Paid-up Capital					
Equity Share Capital					
Number of Equity Share of Rs. 10 each (Rs. 100 each for FY 16-17, 15-16, 14-15 and 13-14)	347.49	10.53	10.53	10.53	10.53
Preference Share Capital					
Total	347.49	10.53	10.53	10.53	10.53
(c) Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period					
Opening number of equity shares outstanding	0.11	0.11	0.11	0.11	0.11
Add: Equity Shares issued during the year	0.00	0.00	0.00	0.00	0.00
Add: Shares increased due to division of shares	0.95	0.00	0.00	0.00	0.00
Add: Bonus Shares issued during the year	33.70	0.00	0.00	0.00	0.00
Closing Number of Equity Shares Outstanding	34.75	0.11	0.11	0.11	0.11

(d) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

(i) The Company has one class of Equity shares having a par value of Rs. 10 per share in FY 2017-18 and upto FY 2016-17 having par value of Rs. 100 per share. Each Shareholder is eligible for one vote per share held. During the FY 2017-18, company has splitted its Rs. 100/- face value per share into Rs. 10/- face value per share.

(ii) All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings.

(iii) The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting.

(iv) In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(e) Shareholders holding more than 5% of shares of the Company

(No of shares in Lakhs)

Name of Shareholder	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Akhilesh Chaturvedi	6.65	0.01	0.01	0.01	0.01
Dharmesh Chaturvedi	6.65	0.01	0.01	0.01	0.01
Paresh Chaturvedi	5.56	0.00	0.00	0.00	0.00
Sudha Chaturvedi	0.82	0.01	0.01	0.01	0.01
Babita Chaturvedi	2.88	0.02	0.02	0.02	0.02
Shakti Chaturvedi	4.23	0.02	0.02	0.02	0.02
Archana Chaturvedi	4.22	0.02	0.02	0.02	0.02



- (f) As the company is not a subsidiary of any Company, its shares are not held by any holding or ultimate holding company.
- (g) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.
- (h) There are no shares which were allotted pursuant to contracts without payment being received in cash.
- (i) Details of shares allotted as fully paid up by way of bonus shares are as under:

Particulars	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
No. of Equity Share of Rs. 10 each issued as bonus shares	33.70	0.00	0.00	0.00	0.00
Total Face Value of Bonus shares issued during the year	336.96	0.00	0.00	0.00	0.00

- (j) There are no securities which are convertible into equity/preference shares.
- (k) There are no calls which are unpaid.

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.

NOTE-2 RESTATED SUMMARY STATEMENT OF RESERVES & SURPLUS

(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Retained Earnings					
Balances at the beginning of the reporting period	387.49	293.01	211.03	150.68	101.28
Restated Profit/(Loss) for the Year	120.15	94.49	81.97	60.50	49.40
Less: Capitalisation of Reserves for issue of bonus shares	336.96	0.00	0.00	0.00	0.00
Less: Additional Depreciation on account change in Depreciation rates as per Companies Act, 2013	0.00	0.00	0.00	0.15	0.00
Balance at the end of the reporting period	170.69	387.49	293.01	211.03	150.68
Total of Reserves & Surpluses.	170.69	387.49	293.01	211.03	150.68

Note:-

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Company is does not having any Revaluation Reserve or Securities Premium Reserve.
- 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.

NOTE - 3 RESTATED SUMMARY STATEMENT OF LONG TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-18	31-03-18	31-03-18	31-03-18
Secured Loans					
(a) Bonds or debentures;	0.00	0.00	0.00	0.00	0.00
(b) Term Loans					
(i) from Banks;	8.71	9.64	4.15	2.89	0.00



(ii) from other parties	0.00	0.00	0.00	0.00	0.00
(c) Deferred payment liabilities	0.00	0.00	0.00	0.00	0.00
(d) Deposits;	0.00	0.00	0.00	0.00	0.00
(e) Loans and advances from Related Parties;	0.00	0.00	0.00	0.00	0.00
(f) Long term maturities of finance lease obligations	0.00	0.00	0.00	0.00	0.00
(g) Other Loans and advances	0.00	0.00	0.00	0.00	0.00
Unsecured Loans					
(a) Term Loans	0.00	0.00	0.00	0.00	0.00
(b) Other Loans (Related Parties)					
From Banks	33.44	0.00	0.00	0.00	0.00
From Financial Institutions	21.36	0.00	0.00	0.00	0.00
From Related Parties	23.07	70.78	43.27	50.91	57.70
Total	86.58	80.42	47.42	53.80	57.70

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. The terms and conditions and other information in respect of Secured Loans as on 31.03.2018 are given in Annexure -3(A) & 3(B)

NOTE - 3(A)

RESTATED SUMMARY STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Rs. In Lakhs)

Name of Lender	Purpose	Loan\Agreement A/c No.	Sanctioned Amount (In Lacs)	Rate of interest	Primary Security	Collateral/Other Security	Re-Payment Schedule	Outstanding amount as on 31.03.2018 as per Restated Accounts
Toyota Financial Services India Ltd	Vehicle Loan	NKAN1096676	15.00	8.89%	Motor Vehicle	Motor Vehicle	EMI	9.59
Kotak Mahindra Prime Ltd	Vehicle Loan	CF- 12075109	6.00	10.41 %	Motor Vehicle	Motor Vehicle	EMI	1.13
Central Bank of India	Vehicle Loan	3994726267	7.50	8.80%	Motor Vehicle	Motor Vehicle	EMI	5.96
Kotak Mahindra Bank Ltd	Overdraft	5511228455	85.00	6 Month MCLR + 2.75%	First & Exclusive charge on all current assets of borrower	Equitable Mortgage over following properties: 1. IInd Floor, 58/43, Birhana Road Kanpur 2. 96, Pioneer Green City, Arazino.501,	On Demand	0**



						SinghpurKachar , Kanpur.		
Central Bank of India	Cash Credit	1380121569	119.46	7.60%	Fixed Deposits with CBI of Rs. 132.73 Lakhs	Fixed Deposits with CBI of Rs. 132.73 Lakhs	On Demand	62.66
TOTAL								79.33

Note:-

1. Properties mortgaged with KMBL are owned by directors of the Company.
2. Overdraft from KMBL is further guaranteed by the directors of the Company i.e. Mr. Akhilesh Chaturvedi, Mr. Paresh Chaturvedi, Mrs. Sudha Chaturvedi and Mr Dharmesh Chaturvedi.
- 3**. Overdraft from KMBL has debit balance on the latest reporting period, therefore, in the above statement it is shown as zero.
4. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
5. 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.

NOTE- 3(B)**RESTATED SUMMARY STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Group Companies and others:

Unsecured Loans from Directors/Promoters/Group Companies and other Companies are repayable on demand and as per rate of interest as mentioned below:-

(Rs. In Lakhs)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Re-Payment Terms	As on 31.03.2018
(A) From Related parties					
<i>From Directors</i>					
AkhileshChaturvedi	Business	NA	9%	On Demand	3.80
DharmeshChaturvedi	Business	NA	9%	On Demand	7.56
PareshChaturvedi	Business	NA	9%	On Demand	1.61
SudhaChaturvedi	Business	NA	9%	On Demand	10.09
Total (A)					23.07
(B) Loan From Others					
Bajaj Finance Limited	Business	30.00	16.50%	EMI	21.36
Kotak Mahindra Bank Ltd.	Business	35.00		EMI	33.44
Total (B)					54.80
Grand Total (A+B)					77.87

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.



NOTE - 4
RESTATED SUMMARY STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES
(Rs. In Lakhs)

Particulars	For the Year Ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Opening Balance (A)					
Opening Balance of Deferred Tax (Asset) / Liability	-2.67	-2.32	-1.31	-0.48	-0.43
Current Year Provision (B)					
(DTA) / DTL on Depreciation	-1.11	-0.35	-1.01	-0.83	-0.05
(DTA) / DTL on Provision for Gratuity/Carry Forward Losses	0.38	0.00	0.00	0.00	0.00
Closing Balance of Deferred Tax (Asset) / Liability (A+B)	-4.16	-2.67	-2.32	-1.31	-0.48

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 statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, II and III.

NOTE - 5
RESTATED SUMMARY STATEMENT OF OTHER LONG TERM PROVISIONS
(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Provision for Employee Benefits					
Provision for Defined Benefits	1.37	0.00	0.00	0.00	0.00
Total	1.37	0.00	0.00	0.00	0.00

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.

NOTE - 6
RESTATED SUMMARY STATEMENT OF SHORT TERM BORROWINGS
(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Secured					
(a) Loans Repayable on Demand					
(i) from Banks;	62.66	2.58	75.68	119.83	56.00
(ii) from other parties	0.00	0.00	0.00	0.00	0.00
(b) Loans and advances from Related Parties;	0.00	0.00	0.00	0.00	0.00
(c) Deposits	0.00	0.00	0.00	0.00	0.00
(d) Others Loans and advances	0.00	0.00	0.00	0.00	0.00
Unsecured					
(a) Loans Repayable on Demand					
(i) from Banks;	0.00	0.00	0.00	0.00	0.00
(ii) from other parties	0.00	0.00	0.00	0.00	0.00



(b) Loans and advances from Related Parties;	0.00	0.00	0.00	0.00	0.00
(c) Deposits	0.00	0.00	0.00	0.00	0.00
(d) Others Loans and advances	0.00	0.00	0.00	0.00	0.00
Total	62.66	2.58	75.68	119.83	56.00

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. The terms and conditions and other information in respect of Secured Loans as on 31.03.2018 are given in Annexure -3(A) & 3(B)

NOTE - 7**RESTATED SUMMARY STATEMENT OF TRADE PAYABLES****(Rs. In Lakhs)**

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Due to Micro, Small and Medium Enterprises	0.00	0.00	0.00	0.00	0.00
Others	649.98	270.45	266.29	460.37	176.53
Total	649.98	270.45	266.29	460.37	176.53

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. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed separately.

NOTE-8**RESTATED SUMMARY STATEMENT OF OTHER CURRENT LIABILITIES****(Rs. In Lakhs)**

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Current Maturity of Long Term Borrowings	7.99	8.73	4.34	2.71	0.17
Electricity Charges Payables	0.22	0.19	0.05	0.03	0.06
Statutory Dues Payables	25.61	8.24	11.93	8.39	7.49
Payable to Relatives	0.35	16.30	15.95	11.24	3.80
Payable to Others	3.07	3.00	3.00	8.00	0.00
Bonus Payables	0.00	1.68	2.17	1.97	1.94
Salaries Payables	22.28	1.68	0.00	0.00	0.00
Other Payables	0.00	1.44	1.27	3.28	0.82
Total	59.52	41.26	38.71	35.61	14.28

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.



NOTE-9
RESTATED SUMMARY STATEMENT OF SHORT TERM PROVISIONS

(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Provision for Gratuity	0.00	0.00	0.00	0.00	0.00
Provision for Tax Current Year	0.00	0.00	0.00	0.00	0.00
Provision for Taxation - PY	0.00	7.15	0.00	0.00	0.00
Total	0.00	7.15	0.00	0.00	0.00

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.

NOTE-10
RESTATED SUMMARY STATEMENT OF PROPERTY, PLANT & EQUIPMENT

(Rs. In Lakhs)

2013-14	Gross Carrying Amount				Depreciation				Net Carryin g Amount
PARTICULARS	As on 01.04.20 13	Additio ns During the Year	Delitio n / Dispos al Durin g the Year	As on 31.03.20 14	Accumula ted Depreciat ion as on 01.04.201 3	Depreciat ion During the Year	Deducti on During the Year	Accumula ted Depreciat ion as on 31.03.201 4	As on 31.03.20 14
(a) Furniture and Fixtures	0.19			0.19	0.18	0.00		0.18	0.01
(b) Vehicles	7.75			7.75	4.50	0.84		5.34	2.40
(c) Office Equipment	3.63	0.94		4.58	1.04	0.44		1.47	3.10
(d) Computers and Printers	3.33			3.33	3.03	0.13		3.16	0.17
(e) Electrical Equipments	0.75			0.75	0.23	0.07		0.30	0.45
Total	15.66	0.94	0.00	16.60	8.98	1.48	0.00	10.46	6.14

(Rs. In Lakhs)

(RS. IN LAKHS)										
2014-15	Gross Carrying Amount				Depreciation					Net Carryng Amount
PARTICULARS	As on 01.04.2014	Additions During the Year	Deletion / Disposal During the Year	As on 31.03.2015	Accumulated Depreciation as on 01.04.2014	Depreciation During the Year	Deduction During the Year	Transitional Adjustment	Accumulated Depreciation as on 31.03.2015	As on 31.03.2015



(a) Furniture and Fixtures	0.19			0.19	0.18	0.01			0.19	0.01
(b) Vehicles	7.75	9.38		17.12	5.34	2.66			8.01	9.12
(c) Office Equipment	4.58	0.99		5.56	1.47	2.07		0.14	3.69	1.87
(d) Computers and Printers	3.33			3.33	3.16	0.09		0.00	3.25	0.08
(e) Electrical Equipment	0.75			0.75	0.30	0.13			0.44	0.31
Total	16.60	10.36	0.00	26.96	10.46	4.96	0.00	0.15	15.57	11.39

(Rs. In Lakh)

2015-16	Gross Carrying Amount				Depreciation				Net Carrying Amount
PARTICULARS	As on 01.04.2015	Additions During the Year	Deletion / Disposal During the Year	As on 31.03.2016	Accumulated Depreciation as on 01.04.2015	Depreciation During the Year	Deduction During the Year	Accumulated Depreciation as on 31.03.2016	As on 31.03.2016
(a) Furniture and Fixtures	0.19			0.19	0.19	0.00		0.19	0.00
(b) Vehicles	17.12	8.51		25.63	8.01	4.30		12.31	13.32
(c) Office Equipment	5.56	7.80		13.36	3.69	3.35		7.03	6.33
(d) Computers and Printers	3.33	0.14		3.47	3.25	0.03		3.28	0.18
(e) Electrical Equipment	0.75			0.75	0.44	0.09		0.53	0.22
Total	26.96	16.44	0.00	43.41	15.57	7.78	0.00	23.35	20.06

(Rs. in Lakh)

2016-17	Gross Carrying Amount				Depreciation				Net Carrying Amount
PARTICULARS	As on 01.04.2016	Additions During the Year	Deletion / Disposal During the Year	As on 31.03.2017	Accumulated Depreciation as on 01.04.2016	Depreciation During the Year	Deduction During the Year	Accumulated Depreciation as on 31.03.2017	As on 31.03.2017
(a) Furniture and Fixtures	0.19	0.29		0.49	0.19	0.05		0.24	0.25
(b) Vehicles	25.63	19.90		45.53	12.31	5.21		17.52	28.01
(c) Office Equipment	13.36	2.08		15.44	7.03	3.31		10.34	5.10
(d) Computers and Printers	3.47	1.73		5.20	3.28	0.41		3.70	1.50
(e) Electrical	0.75			0.75	0.53	0.07		0.60	0.15



Equipments									
Total	43.41	24.00	0.00	67.40	23.35	9.05	0.00	32.40	35.01

(Rs. In Lakh)

2017-18	Gross Carrying Amount				Depreciation				Net Carryin g Amount
PARTICULARS	As on 01.04.20 17	Additio ns During the Year	Delitio n / Dispos al Durin g the Year	As on 31.03.20 18	Accumula ted Depreciati on as on 01.04.201 7	Depreciat ion During the Year	Deducti on During the Year	Accumula ted Depreciati on as on 31.03.201 8	As on 31.03.20 18
(a) Furniture and Fixtures	0.49			0.49	0.24	0.06		0.30	0.18
(b) Vehicles	45.53	10.32	17.12	38.73	17.52	9.95	13.17	14.30	24.43
(c) Office Equipment	15.44	3.26		18.70	10.34	3.23		13.57	5.13
(d) Computers and Printers	5.20	1.51		6.71	3.70	1.23		4.93	1.78
(e) Electrical Equipments	0.75			0.75	0.60	0.05		0.64	0.11
Total	67.40	15.09	17.12	65.37	32.40	14.52	13.17	33.74	31.63

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.

NOTE - 11
RESTATED SUMMARY STATEMENT OF TRADE RECEIVABLES

(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Outstanding for a period exceeding 6 Months					
Secured, Considered Good					
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member		-	-	-	-
Others	90.99	17.66	61.20	99.07	93.67
Unsecured, considered Good					
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member					
Others		-	-	-	-
Outstanding for a period not exceeding 6 Months					
Secured, Considered Good					



Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member	168.07	168.51	133.45	322.60	65.48
Others	741.26	358.30	295.80	277.33	225.58
Unsecured, considered Good					
Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member					
Others					
Total	1000.32	544.47	490.45	698.99	384.73

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.

NOTE - 12
RESTATED SUMMARY STATEMENT OF CASH & CASH EQUIVALENTS

(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
(a) Balances with Banks					
In Current Accounts	142.74	26.35	0.60	0.60	0.00
Margin Money/Security against Borrowings, Bank Guarantees	164.64	158.97	157.71	145.52	45.18
(b) Cheques, drafts on hand					
(c) Cash on Hand	13.47	2.19	4.53	7.27	5.37
(d) Others					
Total	320.86	187.50	162.84	153.39	50.55

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.

NOTE-13
RESTATED SUMMARY STATEMENT OF SHORT TERM LOANS & ADVANCES

(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Security Deposits	5.11	0.11	0.11	0.22	0.22
Others	13.94	24.79	45.96	18.91	16.57
Total	19.05	24.90	46.07	19.13	16.79

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.



NOTE-14
RESTATED SUMMARY STATEMENT OF OTHER CURRENT ASSETS

(Rs. In Lakhs)

PARTICULARS	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Prepaid Expenses	0.61	0.84	0.22	0.05	0.06
TDS Receivables (Net)	1.20	0.00	7.72	6.62	6.58
Cenvat Credit Balance	0.00	4.49	1.96	0.29	0.39
TDS Recoverable from NBFC's	0.45	0.00	0.00	0.00	0.00
Total	2.26	5.33	9.90	6.96	7.03

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.

NOTE - 15
RESTATED SUMMARY STATEMENT OF REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Revenue from Advertising Business	2316.72	1945.92	2018.40	1602.94	1339.54
Total	2316.72	1945.92	2018.40	1602.94	1339.54

Note:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.

NOTE - 16
RESTATED SUMMARY STATEMENT OF OTHER INCOME

(Rs. In Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Interest on Deposits	6.90	12.66	13.55	5.89	3.88
Incentive Received	12.10	27.27	22.03	23.65	25.13
Interest on IT Refund	0.00	0.43	0.00	0.36	0.00
Commission on sales	0.00	0.00	7.27	0.00	0.00
Profit/(Loss) on Sale of Car	2.24	0.00	0.00	0.00	0.00
Total	21.24	40.36	42.85	29.90	29.01

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 profit and loss 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.



NOTE - 17
RESTATED SUMMARY STATEMENT OF OPERATIONAL EXPENSES

(Rs. In Lakhs)

Particulars	For the year ended on				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Cost of Advertisement	2060.30	1753.72	1847.98	1461.16	1227.02
Total	2060.30	1753.72	1847.98	1461.16	1227.02

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.

NOTE - 18
RESTATED SUMMARY STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Directors' Remuneration	36.00	24.00	19.20	19.20	19.20
Salaries and wages	14.64	23.16	26.04	23.64	23.28
Bonus	0.00	1.68	2.17	1.97	1.94
Provision for Gratuity	1.37	0.00	0.00	0.00	0.00
Staff welfare expenses	1.30	0.31	1.00	0.89	0.67
Total	53.31	49.15	48.41	45.70	45.09

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.

NOTE - 19
RESTATED SUMMARY STATEMENT OF FINANCE COSTS

(Rs. In Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Interest on Cash Credits	1.10	2.93	3.69	1.05	0.43
Interest Unsecured Loan	7.12	3.89	4.85	5.21	4.30
Interest on Car Loans	1.73	0.85	0.76	0.40	0.00
Other Borrowing Costs	0.87	3.42	2.33	4.98	0.59
Total	10.82	11.10	11.63	11.63	5.32

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.



NOTE - 20
RESTATED SUMMARY STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSES
(Rs. In Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Depreciation on Property, Plant & Equipments	14.52	9.05	7.78	4.96	1.48
Total	14.52	9.05	7.78	4.96	1.48

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.

NOTE - 21
RESTATED SUMMARY STATEMENT OF OTHER EXPENSES
(Rs. in Lakhs)

Particulars	For the year ended				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
AD-Making Expenses	1.33	0.00	0.00	0.00	0.00
Business Promotion	4.14	3.59	2.10	1.92	1.72
Payment to Auditors	0.50	0.50	0.45	0.30	0.25
Car Running and Maintenance	3.99	1.81	3.22	1.29	1.44
Computer Expenses	0.42	0.23	0.19	0.18	0.90
Conveyance Charges	0.90	0.54	4.26	2.47	1.99
Electricity Expenses	1.09	3.36	1.69	1.22	1.21
Generator Expenses	0.00	0.00	0.19	0.77	0.75
Insurance Charges	1.26	0.81	0.33	0.43	0.10
Interest, penalty, cess and other charges	0.20	0.43	0.19	0.29	0.05
Office Expenses	0.79	0.38	0.52	0.97	0.98
Office Rent	3.60	3.60	3.60	3.00	3.00
Postage and Telegram	0.08	0.08	0.14	0.09	0.05
Printing and Stationery	0.33	0.23	0.18	0.12	0.19
Legal and ROC Exp	8.83	0.20	0.02	0.06	0.34
Mumbai Office Expenses	0.00	0.84	3.12	2.88	2.66
Repair and Maintenance	1.06	0.34	0.83	1.25	0.22
Software Expenses	0.57	0.52	0.23	0.11	0.13
Travelling Expenses	0.86	1.66	1.00	2.81	1.19
Telephone Expenses	0.56	0.82	0.48	0.64	0.79
Misc. Expenses	0.65	0.95	0.25	0.90	0.19
Total	31.15	20.90	22.98	21.72	18.15

Notes:

1. The figures disclosed above are based on the restated summary statement of profit and loss 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.



NOTE - 22
RESTATED SUMMARY STATEMENT OF RELATED PARTY TRANSACTION

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:	
1)	Company/entity owned or significantly influenced by directors/ KMP/individuals owning interest in voting power that gives them significant influence over the enterprise or their relatives	Akhilesh Chaturvedi HUF Dharmesh Chaturvedi HUF Paresh Chaturvedi HUF Vee Communications GoldStar Tele Network Pvt Ltd Nett Value Media Pvt Ltd Kriya Communications Pvt Ltd
2)	Key Management Personnels/Directors	Akhilesh Chaturvedi Dharmesh Chaturvedi Paresh Chaturvedi Sudha Chaturvedi Rosy Kanaujia, CS
3)	Relative of Key Management Personnels:	Shakti Chaturvedi Babita Chaturvedi Astha Chaturvedi Archana Chaturvedi

(Rs. in Lakhs)

Sr. No.	Nature of Transaction	As At				
		31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
1	Akhilesh Chaturvedi					
	Opening Balance {Cr./(Dr)}	26.76	21.82	19.09	3.32	3.30
	Remuneration	12.00	12.00	9.60	9.60	9.60
	Loan Taken				12.10	
	Interest on Loan	0.63	1.52	1.40	0.34	0.29
	Amount Received/Credited	0.95	1.97			
	Amount Repaid/Adjusted	29.84	10.55	8.28	6.26	9.88
	Closing Balance {Cr./(Dr)}	10.50	26.76	21.82	19.09	3.32
2	Dharmesh Chaturvedi					
	Opening Balance {Cr./(Dr)}	21.99	16.39	15.87	4.18	4.47
	Remuneration	12.00	12.00	9.60	9.60	9.60
	Loan Taken	7.00			11.65	
	Interest on Loan	0.62	1.47	1.36	0.34	0.29
	Amount Received/Credited					
	Amount Repaid/Adjusted	27.54	7.87	10.45	9.90	10.18
	Closing Balance {Cr./(Dr)}	14.08	21.99	16.39	15.87	4.18
3	Paresh Chaturvedi					
	Opening Balance {Cr./(Dr)}	1.49	1.38	15.15	8.85	10.46
	Remuneration	12.00				
	Loan Taken				5.50	
	Interest on Loan	0.13	0.12	1.36	0.90	0.86
	Amount Received/Credited					
	Amount Repaid/Adjusted	11.32	0.01	15.14	0.09	2.48
	Closing Balance {Cr./(Dr)}	2.30	1.49	1.38	15.15	8.85
4	Sudha Chaturvedi					



	Opening Balance {Cr./(Dr)}	9.57	11.88	7.39	7.28	6.90
	Rent	3.60	3.60	3.60	3.00	
	Loan Taken			3.00		
	Interest on Loan	0.84	0.78	0.72	0.46	0.42
	Amount Received/Credited					
	Amount Repaid/Adjusted	3.56	6.68	2.83	3.35	0.04
	Closing Balance {Cr./(Dr)}	10.45	9.57	11.88	7.39	7.28
5	Akhilesh Chaturvedi HUF					
	Opening Balance {Cr./(Dr)}	0.00	0.00	0.00	3.66	1.62
	Loan Taken				2.50	1.75
	Interest on Loan				0.60	0.32
	Amount Received/Credited					
	Amount Repaid/Adjusted				6.76	0.03
	Closing Balance {Cr./(Dr)}	0.00	0.00	0.00	0.00	3.66
6	Dharmesh Chaturvedi HUF					
	Opening Balance {Cr./(Dr)}	0.00	0.00	0.00	3.66	1.62
	Loan Taken				2.50	1.75
	Interest on Loan				0.60	0.32
	Amount Received/Credited					
	Amount Repaid/Adjusted				6.76	0.03
	Closing Balance {Cr./(Dr)}	0.00	0.00	0.00	0.00	3.66
7	Paresh Chaturvedi HUF					
	Opening Balance {Cr./(Dr)}	0.00	0.00	0.00	2.73	0.00
	Loan Taken				2.50	2.50
	Interest on Loan				0.51	0.25
	Amount Received/Credited					
	Amount Repaid/Adjusted				5.73	0.03
	Closing Balance {Cr./(Dr)}	0.00	0.00	0.00	0.00	2.73
8	Shakti Chaturvedi					
	Opening Balance {Cr./(Dr)}	8.00	0.00	0.00	4.90	4.50
	Loan Taken		8.00		0.00	
	Interest on Loan	0.24			0.49	0.45
	Amount Received/Credited					
	Amount Repaid/Adjusted	8.24			5.39	0.04
	Closing Balance {Cr./(Dr)}	0.00	8.00	0.00	0.00	4.90
9	BabitaChaturvedi					
	Opening Balance {Cr./(Dr)}	8.00	0.00	0.00	5.38	4.94
	Loan Taken		8.00			
	Interest on Loan	0.24			0.54	0.49
	Amount Received/Credited					
	Amount Repaid/Adjusted	8.24			5.92	0.05
	Closing Balance {Cr./(Dr)}	0.00	8.00	0.00	0.00	5.38
10	Astha Chaturvedi					
	Opening Balance {Cr./(Dr)}	3.26	7.76	4.64	2.24	2.05
	Remuneration	3.00	3.84	3.12	2.88	
	Loan Taken	7.30				
	Interest on Loan	0.18				0.21
	Amount Received/Credited					



	Amount Repaid/Adjusted	7.58	8.34		0.48	0.02
	Closing Balance {Cr./(Dr)}	6.16	3.26	7.76	4.64	2.24
11	Archana Chaturvedi					
	Opening Balance {Cr./(Dr)}	8.00	0.00	0.00	4.31	3.96
	Loan Taken		8.00			
	Interest on Loan	0.24			0.43	0.40
	Amount Received/Credited					
	Amount Repaid/Adjusted	8.24			4.75	0.04
	Closing Balance {Cr./(Dr)}	0.00	8.00	0.00	0.00	4.31
12	Rosy Kanaujia					
	Opening Balance {Cr./(Dr)}	0.00	0.00	0.00	0.00	0.00
	Remuneration	0.45				
	Amount Received/Credited					
	Amount Repaid/Adjusted	0.30				
	Closing Balance {Cr./(Dr)}	0.15	0.00	0.00	0.00	0.00
13	Vee Communications					
	Opening Balance {Cr./(Dr)}	0.00	-12.57	-7.03	-2.04	0.00
	Advance Given			16.50		5.00
	Sales	2.50	0.10		7.83	7.61
	Purchases	1.80	2.93		6.84	0.57
	Amount Received/Credited		12.67	10.96		10.00
	Amount Repaid/Adjusted		2.93		4.00	
	Closing Balance {Cr./(Dr)}	-0.70	0.00	-12.57	-7.03	-2.04
14	GoldStar Tele Network Pvt Ltd					
	Opening Balance {Cr./(Dr)}	-18.75	-33.04	-13.11	-12.68	0.00
	Sales		17.34	10.92		0.77
	Purchases	162.40			7.64	0.57
	Loan Taken		25.00			
	Loans & Advances Given		11.16	9.00		12.50
	Amount Received/Credited	18.75	50.42			0.02
	Amount Repaid/Adjusted	15.00	32.64		8.07	0.00
	Closing Balance {Cr./(Dr)}	147.40	-18.75	-33.04	-13.11	-12.68
15	Nett Value Media Pvt Ltd					
	Opening Balance {Cr./(Dr)}	-149.97	-99.73	-297.47	-56.40	0.00
	Sales	558.91	877.46	782.76	587.96	421.29
	Amount Received/Credited	550.30	827.23	980.50	346.88	364.89
	Amount Repaid/Adjusted					0.00
	Closing Balance {Cr./(Dr)}	-158.57	-149.97	-99.73	-297.47	-56.40
16	Kriya Communications Pvt Ltd					
	Opening Balance {Cr./(Dr)}	-9.95	-9.47	-15.26	-6.30	-11.28
	Sales	9.95	25.54	21.27	20.38	7.53
	Amount Received/Credited	11.11	25.07	27.05	11.42	12.51
	Amount Repaid/Adjusted					
	Closing Balance {Cr./(Dr)}	-8.79	-9.95	-9.47	-15.26	-6.30

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 Company/entity owned or significantly influenced by directors/ KMP, Key Management Personnels, and Relative of Key Management Personnels have 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.

NOTE - 23
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES AND COMMITMENTS
(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Contingent Liabilities					
(a) Claims against the company not acknowledged as debt;				-	-
(b) Guarantees excluding financial guarantees;	45.00	45.00	45.00	45.00	45.00
(c) Other money for which the company is contingently liable				-	-
Commitments					
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		-	-	-	-
(b) Uncalled liability on shares and other investments partly paid		-	-	-	-
(c) Other commitments		-	-	-	-
Total	45.00	45.00	45.00	45.00	45.00

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.

NOTE-24
RESTATED SUMMARY STATEMENT OF MANDATORY ACCOUNTING RATIOS
(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Net Worth	518.18	398.02	303.54	221.56	161.21
Less: Revaluation reserves (if any)	0.00	0.00	0.00	0.00	0.00
Net Worth (A)	518.18	398.02	303.54	221.56	161.21
Restated Profit after tax	120.15	94.49	81.97	60.50	49.40
Adjusted Profit after Tax available for equity shareholders (B)	120.15	94.49	81.97	60.50	49.40
Actual Number of Shares outstanding as at end of the year (after adjustment of face value)	34.75	1.05	1.05	1.05	1.05
Weighted average no of Equity shares at the time of end of the year (C)	34.75	34.75	34.75	34.75	34.75
Current Assets (D)	1342.49	762.20	709.26	878.47	459.10
Current Liabilities (E)	772.17	321.44	380.68	615.81	246.81
Face Value per Share (in Rs.)	10.00	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/C)	3.46	2.72	2.36	1.74	1.42
Refer Note 1 given below					
Return on Net worth (%) (B/A)	23.19	23.74	27.01	27.31	30.64
Adjusted Net asset value per share based on	14.91	11.45	8.74	6.38	4.64



Weighted average number of share (A/C)					
Current Ratio (D/E)	1.74	2.37	1.86	1.43	1.86

Note: -

1) The ratios have been computed as below:

(a) Basic and Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
 (b) Return on net worth (%) - : Net profit after tax (as restated) / Net worth at the end of the period or year
 (c) Net assets value per share - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

(3) In financial year 2017-18, the Company has split its equity shares of having face value Rs. 100/- each equity shares into equity shares of having face value of Rs. 10/- each and also issued bonus shares in the ratio of 32:1. In terms of AS-20 "Earning Per Share", the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

4) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including Securities Premium, if any, General Reserve, if any and surplus in statement of profit and loss).

5) The figures disclosed above are based on the standalone restated summary statements of financial information of the Company.

6) 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.

NOTE-25

RESTATED SUMMARY STANDALONE STATEMENT OF TAX SHELTER

(Rs. In Lakhs)

Particulars	As At				
	31-03-18	31-03-17	31-03-16	31-03-15	31-03-14
Profit Before Tax as Restated	167.86	142.37	122.47	87.65	71.49
Notional Tax Rates	27.55%	33.06%	33.06%	30.90%	30.90%
Tax at Notional Rate (A)	46.25	47.07	40.49	27.08	22.09
Adjustments:					
Permanent Differences (B)					
Other Disallowed Expenses					
Total (B)	0.00	0.00	0.00	0.00	0.00
Temporary Differences (C)					
Difference between Tax Depreciation and Book Depreciation	6.12	2.68	3.06	2.27	0.15
Gratuity Provisions	1.37	0.00	0.00	0.00	0.00
Profit Loss on Sale of Fixed Assets	-2.24	0.00	0.00	0.00	0.00
Other Adjustments of Restatements	2.32	-0.01	0.02	0.64	
Total (C)	7.57	2.67	3.09	2.91	0.15
Net Adjustments (B+C)	7.57	2.67	3.09	2.91	0.15
Tax Liability/(Tax Saving) thereon	2.09	0.88	1.02	0.90	0.05
Current Tax Provision as per Restated Financials	48.34	47.96	41.51	27.98	22.14
Taxation on Extraordinary Items	0.00	0.00	0.00	0.00	0.00
Tax on Profits before Extraordinary Items	48.34	47.96	41.51	27.98	22.14

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.



NOTE-26
RESTATED SUMMARY STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Particulars	Pre-Issue	Post-Issue*
	31-03-18	
Debt		
Short Term Debt	62.66	XXXXX
Long Term Debt	94.57	XXXXX
Total Debt	157.23	XXXXX
Shareholders' Fund (Equity)		
Share Capital	347.49	XXXXX
Reserves & Surplus	170.69	XXXXX
Less: Miscellaneous Expenses not w/off	0.00	XXXXX
Total Shareholders' Fund (Equity)	518.18	XXXXX
Long Term Debt/Equity	0.18	XXXXX
Total Debt/Equity	0.30	XXXXX

*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2018.



STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,
DAPS Advertising Limited
128, Clyde House,
Office No. 9-B, The Mall,
Kanpur – 208001 (UP)

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Daps Advertising Limited (Formerly Known as Daps Advertising Private Limited)** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31st March, 2018 are mentioned below.

A. SECURED LOANS**a. Fund Based**

CONSOLIDATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

								(Rs. in lacs)
Name of Lender	Purpose	Loan/ Agreement A/c No.	Sanctioned Amount	Rate of interest	Primary Security	Collateral/Other Security	Re-Payment Schedule	Outstanding amount as on 31.03.2018 as per Restated Accounts
Toyota Financial Services India Ltd	Vehicle Loan	NKAN1 096676	15.00	8.89%	Motor Vehicle	Motor Vehicle	EMI	9.59
Kotak Mahindra Prime Ltd	Vehicle Loan	CF-1207510 9	6.00	10.41%	Motor Vehicle	Motor Vehicle	EMI	1.13
Central Bank of India	Vehicle Loan	3994726 267	7.50	8.80%	Motor Vehicle	Motor Vehicle	EMI	5.96
Kotak Mahindra Bank Ltd	Over-draft	5511228 455	85.00	6 Month MCLR + 2.75%	First & Exclusive charge on all current assets of	Equitable Mortgage over following properties: 1. IInd Floor, 58/43, Birhana Road Kanpur (owned by Mr Akhilesh,	On Demand	0**



					borrower	Mr. Dharmesh and Mr. Paresh Chaturvedi) 2. 96, Pioneer Green City, Arazino.501, Singhpur Kachar, Kanpur (owned by Mr Paresh Chaturvedi)		
Central Bank of India	Cash Credit	1380121 569	119.46	7.60%	Fixed Deposits with CBI of Rs. 132.73 Lakhs	Fixed Deposits with CBI of Rs. 132.73 Lakhs	On Demand	62.66
								79.33

Notes:

1. Properties mortgaged with KMBL are owned by directors of the Company.
2. Overdraft from KMBL is further guaranteed by the directors of the Company i.e. Mr. Akhilesh Chaturvedi, Mr. Paresh Chaturvedi, Mrs. Sudha Chaturvedi, Mr Dharmesh Chaturvedi.
- 3.** Overdraft from KMBL has debit balance on the latest reporting period, therefore, in the above statement it is shown as zero.

b. Non Fund Based

(Rs. In Lakhs)

Name of Lender	Nature of Limit	Sanctioned Limited	Used Limit
Kotak Mahindra Bank Limited	Bank Guarantee	45.00	45.00
Total			45.00

Other Notes:

- 4.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
5. 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.

MAJOR COVENANTS**Kotak Mahindra Bank Limited**

1. The Borrower to obtain prior permission of the Bank before raising any further loans/ availing any facilities against the assets offered as security for facilities of the Bank.
2. Any change in shareholding/ directorship/ownership shall be undertaken with prior permission of the Bank
3. The bank shall be entitled to vary/ change the rate of interest (including any change as may be directed by the RBI and/ or any other regulatory/statutory body) from time to time or method of computation of such rate of interest or to change an additional or penal rate and send to the Borrower an intimation in that regard.
4. The Borrower hereby agrees, declares and confirms that:
 - a. Unsecured loans and advances availed from friends/relatives/Directors shall not be repaid during the currency of the Bank's exposure.
 - b. The Borrower shall open any new current account with any bank only after obtaining NOC from the Bank



- c. The Borrower shall not advance or give any loans to group companies and promoters without prior approval of the Bank.
- d. It shall not to create any encumbrance or charge on the properties without the prior written consent of the Bank (Negative lien)
- e. It shall ensure to execute / arrange to execute the documents as may be necessary to create a first exclusive charge over the said property in favour of the Bank before renewal limit.

B. UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period

(Rs. in Lakhs)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Re-Payment Terms	As on 31.03.2018
(A) From Related parties					
<i>From Directors</i>					
Akhilesh Chaturvedi	Business	NA	9%	On Demand	3.80
Dharmesh Chaturvedi	Business	NA	9%	On Demand	7.56
Paresh Chaturvedi	Business	NA	9%	On Demand	1.61
Sudha Chaturvedi	Business	NA	9%	On Demand	10.09
Total (A)					23.07
(B) Loan From Others					
Bajaj Finance Limited	Business	30.00	16.50%	EMI	21.36
Kotak Mahindra Bank Ltd.	Business	35.00		EMI	33.44
Total (B)					54.80
Grand Total (A+B)					77.87

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.

For Mansaka Ravi & Associates.

Chartered Accountants

FRN: 015023C

PRC No: 008582

Sd/-

Ravi Mansaka, FCA

M. No. 410816

Date: 28.09.2018

Place: Jaipur



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial information for each of fiscals 2018, 2017, 2016, 2015 and 2014, including the notes there to and the report thereon, which appear elsewhere in this Draft Prospectus. You should also read the section titled “**Risk Factors**” on page 14 which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated financial information.*

*Our restated financial information has been prepared in accordance with the Companies Act and the SEBI ICDR Regulations, which is included in this Draft Prospectus under “**Financial Statements**”. Our fiscal year ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. See also the section titled “**Certain Conventions, Use of Financial, Industry and Market Data and Currency of Presentation**” on page 11. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “**Forward-Looking Statements**” on page 13 for a discussion of the risks and uncertainties related to such statements and also “**Risk Factors**” on page 14 for a discussion of certain factors that may affect our business, financial condition and results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.*

Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “the Company” or “our Company” or “DAPS” refers to DAPS Advertising Limited.

Business Overview

Our Company is an integrated advertising agency offering a comprehensive range of advertising media services consisting of print media, electronic media and outdoor media services which covers advertisement modes such as newspapers, brochures, magazines, television channels, FM channels and display of outdoor hoardings etc.

We are an INS (Indian Newspaper Society) accredited Company with Registered Office located at Kanpur. We act as an intermediary between the clients and the media and our scope of services includes assisting clients in choosing the optimal advertisement channel in accordance with their budget and regional preference, designing of advertisement (through in-house team or third party), negotiating and booking ad space with chosen media agency and ensuring publication of requisite advertisement.

Our Company provides services mainly to the corporate clients which operates in their respective business fields viz. construction, education, electronics, automobiles, FMCG, jewellery, apparels, insurance, housing, hospital, financial service providers, aviation, Government organizations etc. Some of our prominent clients includes Titan, Tanishq, VLCC Healthcare, Max Health Care, Aakash Institute of Education, Indraprastha Apollo Spectra Hospitals, Naraina Group of Educational Institutions etc.

Our Company was incorporated in April, 1999 to explore opportunities in advertising industry across various business verticals including financial services, IT, healthcare, lifestyle, engineering, infrastructure, real estate, trade fairs, etc. Our Company has been promoted by Mr. Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi who individually has an experience of over two decades in the advertisement sector.

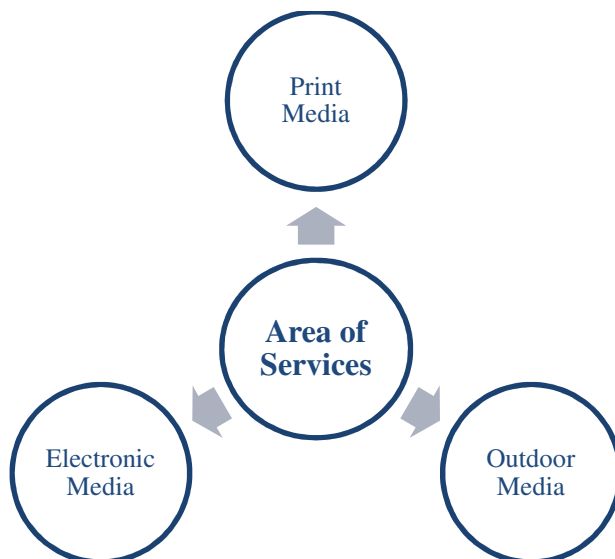
Our Company has been honored with “Best Agency in Highest Kanpur Edition Business” received from Hindustan (a daily newspaper of Hindustan Media Ventures Limited) for the year 2012-13 and “Best Advertising Agency” received from Innovation Associates of Brand & Research in FY 2015-16. Over the years, our Company has grown immensely in its operations under the vision, leadership and guidance of Promoters, Mr Akhilesh Chaturvedi, Mr. Dharmesh Chaturvedi and Mr. Paresh Chaturvedi and our Management team.



For the Fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 our total revenue stood at Rs. 2337.96 lakhs, 1986.29 lakhs and 2061.25 lakhs respectively. Further, our PAT for the fiscal year ended on March 31, 2018, March 31, 2017 and March 31, 2016 were Rs. 120.15 lakhs, 94.49 lakhs and 81.97 lakhs respectively.

OUR SERVICES

Our Company operates and provides below mentioned services to our clients as per their requirements considering factors such as suitability, language, regional preference, budget etc.



Details about the services offered by us are mentioned below:

1. Print Media

Print Media covers advertisements in a printed medium such as a newspaper, magazine, or trade journal. This encompasses everything from media with a very broad readership base, such as a major national newspaper or magazine, to more narrowly targeted media such as local newspapers and trade journals. One form of print advertising is classified advertising, which allows private individuals or companies to purchase a small, narrowly targeted ad paid by the word or line. Another form of print advertising is the display ad, which is generally a larger ad with design elements that typically run in an article section of a newspaper. Print Media is effective and has wide readership, comprehensive appeal and provision for multiple languages that are spoken across the diverse cultured states.

Under the print media services, we connect the client to public through magazines, newspapers, brochures, preprints and other products. We negotiate for effective pricing based on our years of experience in print media. We have association with leading Publication houses in India for Newspaper & Magazines advertisement such as Danik Jagran, The Daily Amar Ujjala, Hindustan, Times of India, Rajasthan Patrika, Hindustan Times, Economics Times, Business Standard, Sakhi, NaiDunia, Business Today etc. We engage third parties for job work in relation to printing of Brochures, Pamphlets, Posters, Leaflets, Booklets etc. Further, we assign the designing work relating to creative advertisements to third parties, who specializes in creative designing of advertisement layouts.

2. Electronic Media

FM is the primary electronic media source in which we operates and offer advertisement services. The benefits of using radio for advertising are many, ranging from its effectiveness to its low cost. We believe that due to recent popularity of FM channels, the radio and commercials have massive potentiality and coverage. Further, we also offer services relating to TV advertisements. We believe that the TV advertising is the most enormous and conservative sort of advancement when the market size is bigger.



We research, plan and book the correct TV slots (regardless of whether nearby or national), alongside right space and programming choice to get the most extreme effect.

3. Outdoor media

Signboards and hoardings are the primary outdoor advertising media source in which we operate and offer advertising services. A hoarding is a large outdoor advertising structure, typically found in high traffic areas such as alongside busy roads and trade fairs. We also offers mobile van advertising services under our Outdoor Media services. Hoardings present large advertisements to passing pedestrians and drivers, typically showing large, witty slogans, and distinctive visuals, hoardings are highly visible in the top designated areas. We also organize events and road shows for the clients as part of our Outdoor media services.

Below is the revenue breakup of our various services for F.Y. 2017-18, 2016-17 and 2015-16:-

(Rs. in lakhs)

Services	FY 2017-18		FY 2016-17		FY 2015-16	
	Turnover	in %	Turnover	in %	Turnover	in %
Print Media	1,881.03	81.19%	1,747.15	89.79%	1,790.45	88.71%
Electronic Media	266.66	11.51%	150.63	7.74%	181.53	8.99%
Outdoor Media	33.65	1.45%	54.09	2.78%	59.29	2.94%
Others	144.93	6.26%	4.17	0.21%	1.20	0.06%
Less: Trade Discount	(9.56)	-0.41%	(10.12)	-0.52%	(14.07)	-0.70%
Net Turnover	2,316.72	100.00%	1,945.92	100.00%	2,018.40	100.00%

OUR BUSINESS STRENGTHS: -

1. Accreditation with Indian Newspaper Society (INS)

In the print media advertising industry, the INS plays a key role in providing assistance to publication members in regard to monitoring the recovery of their dues from advertising agencies. As on date of Draft Prospectus, Our Company is accredited with INS and has furnished bank guarantee of Rs. 45.00 lakhs and deposit of Rs. 5.00 lakhs to it, which enables us to access easy credit facilities from the publication members. We believe that having an INS accreditation makes an agency authentic, thereby generating confidence among customers and it separates us from those advertising agencies that are not INS certified.

2. Experienced Promoters and Management Team

We believe that our qualified and experienced promoters and efficient personnel have contributed to the growth of our business and operations. Our Promoters, who also form part of Board of Directors of our Company, has a proven background and rich experience of over two decades in the advertisement business and has played a significant role in strengthening and developing strong relationships with our clients. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. The cohesive teamwork in our Company gives wide and competitive edge over other players in the field and benefits the company as well as our customers.

3. Cordial relationship with Publication Houses and other advertising media firms

We believe that our vast experience and cordial relationship with publication houses and other advertising media firms has enabled us to provide our Customers with best possible services in the most efficient manner. Our strength lies in understanding the requirement of the client and our execution capabilities to provide the service as per the client requirements. This involves understanding the client requirements such as location, target audience, concept, ad design etc. and choosing the most appropriate media source.

4. Cordial relationship with clients leading to recurring business

We believe in developing and maintaining cordial relationships with our clients leading to recurrent business. We strive to clearly understand our clients' advertisement needs and provide solutions that maximize their return on advertisement cost. We strive to develop a consultative, long-term partnership model of service delivery rather than a transactional client relationship.



We believe this has led to long-term client relationships for us which enable us to manage the effect of any adverse economic cycles.

OUR BUSINESS STRATEGIES

1. Expansion of our existing service portfolio

With deep knowledge and experience in the advertising industry, we are currently offering various services in the segments of print, electronic and outdoor media. Currently, almost 81% of our revenue is derived from the print media and remaining 19% of our revenue is derived from electronic and outdoor media. Thus, we aim to increase our business operations in electronic and outdoor media in order to reduce our revenue dependency on print media and to build a strong Customer base in electronic and outdoor media, which will lead to revenue and profitability growth in our business.

2. Enhancing our existing customer base and continue to develop Client & Vendor relationships

Our present customer base comprises majorly of corporate clients. We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that along term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with their requirements of the customers.

3. To continue focus on providing Quality Services

Our one of the significant business strategy is to continue providing quality solutions to our Customers in their advertising needs, there by maximizing customer satisfaction. We believe that this strategy can help strengthen our ability to engage in large advertising assignments.

4. To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our customers, publication houses, media agencies, government authorities, banks, financial institutions etc. We have a blend of experienced and sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

Presentation of Financial Information

The restated financial statements are prepared by us in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations and financial condition have been affected and will continue to be affected by a number of significant factors, including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
2. Our ability to attract and retain qualified personnel;
3. General social and political conditions in India which have an impact on our business activities or investments;
4. Market fluctuations and industry dynamics beyond our control;
5. Occurrence of Environmental Problems & Uninsured Losses;
6. Our ability to successfully implement our growth strategy and expansion plans ;
7. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
8. Conflicts of interest with affiliated companies, the promoter group and other related parties;



9. The performance of the financial markets in India and globally;
10. Changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
11. Developments affecting the Indian economy; and
12. Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements

Critical Accounting Policies

A summary of the significant accounting policies applied in the preparation of our financial statements is set out in the notes to the Restated Financial Statements included in the Chapter titled *“Financial Information of the Company”* beginning on page 143 of this Draft Prospectus.

1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(a) Service Income

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured with reliable certainty of realizing the consideration. Revenue from sale of services are recognized as net of trade discounts, if any. Sales exclude all type of taxes such as service tax, sales tax, value added tax or Goods and Service Tax, etc. charged to the customers.

(b) Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(c) Dividend Income

Dividend income is recognized when right to receive the payment is established.

2. Use of Estimates

The preparation of these Restated Financial Information in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in current and future periods.

3. Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.



Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company considers its operating cycle to be within one year.

4. Property, Plant and Equipment and Depreciation thereon

a) Property, Plant and Equipment

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and/ or accumulated impairment loss, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of Property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

A Property, plant and equipment is eliminated from the Financial Statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement or gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives in accordance with the provisions of Accounting Standard (AS) – 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India.

b) Depreciation

Till the year ended 31 March 2014, depreciation on Property, plant and equipment other than leasehold improvements was provided for on a written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation in respect of Property, plant and equipment acquired during the year whose actual cost does not exceed Rs. 5,000 has been provided at 100%.

After the applicability of Schedule II of the Companies Act, 2013, with effect from 01 April 2014, depreciation on Property, plant and equipment is provided for on a written down value method at the rates prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Property, plant and equipment sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such Property, plant and equipment are sold, discarded or demolished.

Pursuant to the Act being effective from 01 April 2014, the Company has revised depreciation rates on certain Property, plant and equipment as per the useful life specified in Part 'C' of Schedule II to the Act. As a result of this change, the depreciation charge for the year ended 31 March 2015 is higher by an amount of **Rs. 0.15 Lakh** in respect of Property, plant and equipment whose useful life is already exhausted as on 01 April 2014 has been adjusted from retained earnings.

Cost of Property, plant and equipment not ready for use as at the Balance Sheet date are disclosed as capital work-in-progress.



5. Revenue Recognition

(a) Service Income

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured with reliable certainty of realizing the consideration. Revenue from sale of services are recognized as net of trade discounts, if any. Sales exclude all type of taxes such as service tax, sales tax, value added tax or Goods and Service Tax, etc. charged to the customers.

(b) Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(c) Dividend Income

Dividend income is recognized when right to receive the payment is established.

6. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

7. Foreign Currency Transactions

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets, are adjusted with the carrying cost of such assets.

8. Employee Benefits

(a) Short term employee benefits

All employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

(b) Post-employment Benefits

(i) Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Employer makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Employer's contribution is recognized as an expense in the Restated Summary Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined benefit plans

The Company's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the period/year end using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build



up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date.

(iii) **Compensated absences**

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

(iv) **Termination benefits**

Termination benefits are recognized as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

9. Accounting for Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

10. Earnings Per Share:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.



In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

11. Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not discounted to its present value, and are determined based on the management's best estimate of the amount of obligation required at the period/year end. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the Financial Statements of the period in which the change occurs.

12. Impairment of Assets

The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

13. Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

14. Segment Reporting

(i) Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company's primary business comprises of providing of advertising services and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

5. Geographical Segment

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.



CHANGES IN ACCOUNTING POLICIES

There have been no changes in the accounting policies of our Company for the last three years.

RESULTS OF OPERATIONS

The following table sets out selected data from the Restated Financial Information for Fiscal 2018, Fiscal 2017 and Fiscal 2016, together with the percentage that each line item represents of our total revenue for the periods presented:-

(₹ in lakhs, except percentages)

Particulars	March 31, 2018	Percentage of Total Income	March 31, 2017	Percentage of Total Income	March 31, 2016	Percentage of Total Income
Revenue from operations	2316.72	99.09%	1945.92	97.97%	2018.40	97.92%
Other income	21.24	0.91%	40.36	2.03%	42.85	2.08%
Total Income	2337.96	100.00%	1986.29	100.00%	2061.25	100.00%
Expenses						
Operational Expenses	2060.30	88.12%	1753.72	88.29%	1847.98	89.65%
Employee Benefit Expense	53.31	2.28%	49.15	2.47%	48.41	2.35%
Finance Costs	10.82	0.46%	11.10	0.56%	11.63	0.56%
Depreciation and Amortisation Expense	14.52	0.62%	9.05	0.46%	7.78	0.38%
Other Expenses	31.15	1.33%	20.90	1.05%	22.98	1.11%
Total Expenditure	2170.10	92.82%	1843.91	92.83%	1938.77	94.06%
Profit/(Loss) Before Exceptional, Extraordinary Items & Prior Period Items & Tax	167.86	7.18%	142.37	7.17%	122.47	5.94%
Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00
Profit/(Loss) Before Extraordinary Items & Prior Period Items & Tax	167.86	7.18%	142.37	7.17%	122.47	5.94%
Extraordinary Items	0.00	0.00	0.00	0.00	0.00	0.00
Prior Period items	0.00	0.00	0.00	0.00	0.00	0.00
Profit Before Taxes	167.86	7.18%	142.37	7.17%	122.47	5.94%
Provision For Taxation						
Current Tax	48.34	2.07%	47.96	2.41%	41.51	2.01%
Deferred Tax Liability / (Asset)	-1.49	-0.06%	-0.35	-0.02%	-1.01	-0.05%
Interest on Income-tax	0.86	0.04%	0.00	0.00%	0.00	0.00%
Tax Expenses	47.71	2.04%	47.89	2.41%	40.50	1.96%
Restated Profit/(Loss) for the year	120.15	5.14%	94.49	4.76%	81.97	3.98%

Principal Components of our Statement of Income and Expenditure

Income

Our total income comprises revenue from operations and other income. Revenue from operations includes revenue from advertising business.

The following table sets forth certain information on our revenue from operations and other income for the periods indicated.



(₹ in lakhs, except percentages)

Particulars	March 31, 2018	Percentage of Total Income	March 31, 2017	Percentage of Total Income	March 31, 2016	Percentage of Total Income
Revenue from Advertising Business	2316.72	99.09%	1945.92	97.97%	2018.40	97.92%
Interest on Deposits	6.90	0.29%	12.66	0.64%	13.55	0.66%
Incentive Received	12.10	0.52%	27.27	1.37%	22.03	1.07%
Interest on IT Refund	0.00	0.00%	0.43	0.02%	0.00	0.00%
Commission on sales	0.00	0.00%	0.00	0.00%	7.27	0.35%
Profit/(Loss) on Sale of Car	2.24	0.10%	0.00	0.00%	0.00	0.00%
Total	2337.96	100.00%	1986.29	100.00%	2061.25	100.00%

Expenses

Expenses comprise operational expenses, Employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

The following table sets forth certain information on our expenses for the periods indicated:

(₹ in lakhs, except percentages)

Particulars	March 31, 2018	Percentage of Total Income	March 31, 2017	Percentage of Total Income	March 31, 2016	Percentage of Total Income
Operational Expenses	2060.30	88.12%	1753.72	88.29%	1847.98	89.65%
Employee Benefit Expense	53.31	2.28%	49.15	2.47%	48.41	2.35%
Finance Costs	10.82	0.46%	11.10	0.56%	11.63	0.56%
Depreciation and Amortisation Expense	14.52	0.62%	9.05	0.46%	7.78	0.38%
Other Expenses	31.15	1.33%	20.90	1.05%	22.98	1.11%
Total Expenditure	2170.10	92.82%	1843.91	92.83%	1938.77	94.06%

Operational Expenses

The operational expenses consist of cost of advertisement expenses and represented 88.12%, 88.29% and 89.65% of our total income for the Fiscals 2018, 2017 and 2016, respectively.

Employee benefits expense

Employee benefits expenses represented 2.28%, 2.47% and 2.35% of our total income for the Fiscals 2018, 2017 and 2016, respectively. Employee benefits expenses comprise salaries, wages and bonus, Director's remuneration, bonus, provision for gratuity and staff welfare expenses.

Finance costs

Finance costs represented 0.46%, 0.56% and 0.56% of our total income for the Fiscals 2018, 2017 and 2016, respectively. Our finance cost primarily includes interest paid to banks and other lenders and other borrowing costs.

Depreciation and amortization expense

Depreciation and amortization represented 0.62%, 0.46% and 0.38% of our total income for the Fiscals 2018, 2017 and 2016, respectively.



Other expenses

Other expenses represented 1.33%, 1.05% and 1.11% of our total income for the Fiscals 2018, 2017 and 2016 respectively. Other expenses include Business Promotion, Rent, car running and maintenance, legal and ROC and office expenses etc.

Tax expense

Tax expenses comprise current tax, deferred tax (credit)/ charge, interest on income tax and taxation adjustments. Current tax is measured as the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Fiscal 2018 compared with fiscal 2017

Total Income

During the F.Y. 2017-18 the total revenue of the company increased to ₹ 2337.96 lakhs as against ₹ 1986.29lakhs in the F.Y. 2016- 17, representing an increase of 17.71% in the total income. This increase was mainly due to increase in business operations of the company.

Revenue from Operations

During the F.Y. 2017-18 the total revenue of the company increased to ₹ 2316.72lakhs as against ₹ 1945.92lakhs in the F.Y. 2016-17, representing an increase of 19.06% in the revenue from operations. This increase was mainly due to increase in business operations of the company.

Other Income

Our other income for the F.Y. 2017-18 decreased to ₹ 21.24 lakhs from ₹ 40.36 lakhs in the F.Y.2016-17, representing a decrease of 47.39% in other income. This was mainly due to decline in interest on deposits and incentive received.

Total Expenses

The total expenditure for the F.Y. 2017-18 increased to ₹ 2170.10lakhs from ₹ 1843.91 lakhs in the F.Y. 2016-17, representing an increase of 17.69% in total expenses.

Operational Expenses

Operational Expenses for the F.Y. 2017-18 increased to ₹ 2060.30 lacs from ₹ 1753.72 lacs in F.Y. 2016-17, representing an increase of 17.48% in operational expenses. This increase was primarily due to increase in cost of advertisement expenses.

Employee benefits expense

Our Employee benefits expenses increased to ₹ 53.31lakhs during the F.Y. 2017-18 from ₹ 49.15 Lakhs in the previous F.Y. 2016-17, representing an increase of 8.47%.This increase was primarily attributable to an increase in director's remuneration.

Finance Costs

Finance cost for the F.Y. 2017-18decreased to ₹ 10.82 Lakhs as against ₹ 11.10 Lakhs for the F.Y. 2016-17, representing a decrease of 2.52%.



Depreciation and amortization

Depreciation for the F.Y. 2017-18 stood at ₹ 14.52 Lakhs calculated at WDV method as per companies Act 2013. For the F.Y.2016-17 the same was ₹ 9.05 Lakhs, representing an increase of 60.49% as compared to the previous year.

Other expenses

Other expenses increased to ₹ 31.15lakhs for the F.Y. 2017- 18 as against ₹ 20.90lakhs for the F.Y. 2016-17, representing an increase of 49.07%. This was mainly due to increase in operations.

Profit before tax

The company's profit before tax for F.Y. 2017-18 was ₹ 167.86lakhs as against ₹ 142.37lakhs in the F.Y. 2016-17 representing an increase of 17.90%.

Net profit

For the F.Y. 2017-18 the profit stood at ₹ 120.15lakhs as against the profit of ₹ 94.49 Lakhs for the F.Y. 2016-17, representing an increase of 27.16%.

Fiscal 2017 compared with fiscal 2016

Total revenue

During the F.Y. 2016-17 the total revenue of the company decreased to ₹ 11553.08 Lakhs as against ₹ 12168.78 Lakhs in the F.Y. 2015- 16, representing a decrease of 5.06% as compared to previous F.Y..This decrease was due to lower revenue from trading operations of the Company.

Revenue from Operations

Our revenue from operations decreased to Rs. 11412.59 lakhs in F.Y. 2016-17as compared to Rs. 12061.19 lakhs in F.Y. 2015-16, representing a decrease of 5.38% as compared to previous F.Y..This decrease was due to lower revenue from trading operations of the Company.

Other Income

Other Income of the company for the 2016-17 increased to ₹ 140.48 Lakhs from ₹ 107.59 Lakhs in the F.Y. 2015-16, representing an increase of 23.41% as compared to previous F.Y.. This increase was mainly due to interest from other deposits received by the Company.

Expenses

The total expenditure for the F.Y. 2016-17 decreased to ₹ 11249.02 Lakhs from ₹ 11783.01 lakhs in F.Y. 2015-16, representing a decrease of 4.53% to the previous F.Y.. The reduction was mainly due to decrease in purchase of stock in trade.

Cost of materials consumed

Our cost of materials consumed for the F.Y. 2016-17 increased toRs. 4399.73 lacs from Rs. 3155.04 lacs inF.Y. 2015-16. This increase was primarily due to higher purchase of raw materials.

Employee benefits expense

Our employee benefits expenses increased to ₹ 185.91 Lakhs during the F.Y. 2016-17 from ₹ 106.67 Lakhs in the previous F.Y. 2015-16, representing an increase of 74.30% to the previous F.Y..



Finance costs

Finance cost for the F.Y. 2016-17 increased to ₹ 335.88 Lakhs as against ₹ 298.73 Lakhs for the F.Y. 2015-16, representing an increase of 12.44% to the previous F.Y.. This increase was primarily attributable to increase in interest payment on loans.

Depreciation and amortization

Depreciation for the F.Y. 2016-17 stood at ₹105.83 Lakhs calculated at WDV method as per companies Act 2013. For the F.Y. 2015-16 the same was ₹82.97 Lakhs. This increase was primarily attributable to increases in depreciation on tangible assets and amortization of intangible assets.

Other expenses

Our other expenses decreased to ₹ 1041.22 Lakhs for the F.Y. 2016- 17 as against ₹1039.35 Lakhs for the F.Y. 2015-16.

Profit before tax

Primarily on account of the reasons described above, our profit before tax for F.Y. 2016-17 was ₹ 304.06 Lakhs as against ₹ 385.76 Lakhs in the F.Y. 2015-16 representing a decrease of 21.18% to the previous F.Y..

Net profit

For the F.Y. 2016-17 the profit after tax stood at ₹197.88 Lakhs as against the PAT of ₹ 254.46 Lakhs for the F.Y. 2015-16, representing a decrease of 22.24% to the previous F.Y. as a result of the factors described above.

Liquidity and Capital Resources

As of March 31, 2018, we had cash and cash equivalents of ₹156.22 lakhs. Cash and cash equivalents consists of cash in hand and bank balances. Our primary liquidity requirements have been towards our working capital requirements. We have met these requirements from cash flows from operations and bank borrowings. Our business requires a significant amount of working capital.

Cash Flows

The following table sets forth selected items from our restated cash flow statement for the periods indicated:

(Rs. in lakhs)

Particulars	Fiscal		
	2018	2017	2016
Net Cash from Operating Activities	140.02	14.10	30.34
Net cash used in Investing activities	-7.68	-12.59	-15.09
Net cash from/used in Financing activities	-4.66	21.89	-18.00
Net change in cash and cash equivalents	127.68	23.41	-2.75
Cash and cash equivalents at the beginning of the year	28.54	5.13	7.88
Cash and cash equivalents at the end of the year	156.22	28.54	5.13

Net cash generated from/ (used in) operating activities

Net cash generated from operating activities in Fiscal 2018 was ₹140.02 lakhs and our operating profit before working capital changes for that period was ₹185.43lakhs, as adjusted primarily for depreciation and interest on borrowed fund and finance charges of ₹14.52 lakhs ₹10.82 lakhs respectively.

Net cash generated from operating activities in Fiscal 2017 was ₹14.10lakhs and our operating profit before working capital changes for that period was ₹149.85lakhs, as adjusted primarily for depreciation and interest on borrowed fund and finance charges of ₹9.05lakhs and ₹11.10lakhs respectively.



Net cash generated from operating activities in Fiscal 2016 was ₹30.34lakhs and our operating profit before working capital changes for that period was ₹128.33lakhs, as adjusted primarily for depreciation and interest on borrowed fund and finance charges of ₹7.78lakhs and ₹11.63lakhs respectively.

Net cash used in investing activities

In Fiscal 2018, our net cash used in investing activities was ₹7.68lakhs. This reflected the payments of ₹15.09lakhs towards the purchase of fixed assets. In Fiscal 2017, our net cash used in investing activities was ₹12.59lakhs. This reflected the payments of ₹24.00lakhs towards the purchase of fixed assets. In Fiscal 2016, our net cash used in investing activities was ₹15.09lakhs. This reflected the payments of ₹16.44lakhs towards the purchase of fixed assets.

Net cash generated/ used in from financing activities

In Fiscal 2018, our net cash flow used in financing activities was ₹4.66 lakhs. This reflected ₹6.16 lakhs as proceeds from long term borrowings and ₹10.82 lacs used in payment of finance costs. In Fiscal 2017, our net cash generated from financing activities was ₹21.89lakhs. This reflected Rs. 32.99lakhs as proceeds from long term borrowings and ₹11.10 lacs used in payment of finance costs. In Fiscal 2016, our net cash generated from financing activities was ₹18.00lakhs. This reflected ₹6.37lakhs as repayment of long term borrowings and ₹ 11.63lakhs used in payment of financial cost.

Contingent Liabilities

The following table sets forth the principal components of our contingent liabilities:

(Rs. in lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Bank Guarantee	45.00	45.00	45.00
Total	45.00	45.00	45.00

Indebtedness

The following table sets forth our secured and unsecured debt position as at March 31, 2018.

(Amount in ₹lakhs)

Category of borrowing	Sanctioned amount (Fund and Non-fund based) (Rs. in lakhs)	Outstanding amount as on March 31, 2018 (Rs. in lakhs)
<i>Our Company</i>		
Fund Based	232.96	79.33
Non-Fund Based	45.00	45.00
Unsecured Loan	77.87	77.87

For more information regarding our indebtedness, see “**Financial Indebtedness**” on page 181.

Quantitative and qualitative disclosure about market risk

Interest Rate Risk

We are exposed to interest rate risk resulting from fluctuations in interest rates. While all of our long term borrowings from banks and financial institutions are on fixed rate basis, our working capital financing primarily consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. Increases in interest rates would increase interest expenses relating to our outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect our ability to service long-term debt and to finance development of new projects, all of which in turn may adversely affect our results of operations.



Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Competitive Conditions

We believe that we are one of the few listed players in the print, electronic and outdoor media advertising business. For further information, see “***Our Business – Competition***” on page 100

Unusual or Infrequent Events or Transactions

Except as described in “***Risk Factors***” and “***Our Business***”, on pages 14 and 100 respectively, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Known Trends or Uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above under ‘Factors Affecting our Results of Operations’ and the uncertainties described in “***Risk Factors***” on page 14. Except as described in this Draft Prospectus, there are no known factors, which are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationships between Costs and Income

Other than as described in the sections “***Risk Factors***”, “***Our Business***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on pages 14, 100 and 184 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Extent to which material increases in net sales or revenue are due to increased sale volume, introduction of new products or services or increased sales prices

The extent to which material increases in net sales or revenue are due to increased in sale volume of our business.

Status of any publicly announced New Products or Business Segment

Our Company has not announced any new Product or business segment

Significant regulatory changes that materially affected or are likely to affect income from continuing operations

Except as described in “***Key Industry Regulations and Policies***” on page 107, there have been no significant regulatory changes that have materially affected or are likely to affect our income from continuing operations.

The extent to which our business is seasonal

Our Company’s business is not seasonal in nature.

Significant Dependence on few Customers or few Suppliers

We derive a significant portion of our revenues from a limited number of clients. For the year ended March 31, 2018 our top ten customers cumulatively accounted for approximately 81.11% of our total revenue from operations as per restated financial statements. For further details, see “***Risk Factors***” on page 14.



Our top ten Customers for F.Y. 2017-18 were:-

(Rs. in lakhs)			
S. no.	Client Name	Turnover	% of revenue from operations
1	Nett Value Media Private Limited	558.91	24.13%
2	Kanpur Edibles Private Limited	314.17	13.56%
3	Excellent Entertainment Network	244.52	10.55%
4	MaaKamakhyaDarbar Fragrances India	176.1	7.60%
5	Titan Company Limited	129.94	5.61%
6	Raj Ratan	128.08	5.53%
7	Blue World Corporation Private Limited	106.5	4.60%
8	Aakash Educational Services Private Limited	93.77	4.05%
9	RajvaidyaShital Prasad & Sons	87.32	3.77%
10	Delhi Public School	39.73	1.72%
	Total	1879.06	81.11%

We are significantly dependent on few service providers/ publication houses since for the year ended March 31, 2018 our top ten suppliers cumulatively accounted for approximately 81.74% of our total Operational Expense as per restated financial statements. For further details, see “Risk Factors” on page 14.

Our top ten Suppliers for F.Y. 2017-18 were:-

(Rs. in lakhs)			
Sr. No.	Supplier Name	Amount	% of total purchase expenses
1.	Jagran Prakashan Ltd.	786.56	38.18%
2.	Bennet Coleman & Co. Ltd	286.14	13.89%
3.	Amar Ujala Publications Ltd.	171.46	8.32%
4.	Hindustan Media Venture Ltd.	166.18	8.07%
5.	Entertainment Network (India)Ltd	72.2	3.50%
6.	South Asia F.M. Ltd.	45.3	2.20%
7.	Rajasthan Patrika Pvt. Ltd.	44.33	2.15%
8.	Dainik Bhaskar	41.62	2.02%
9.	DB Corp Limited (Radio Division)	35.57	1.73%
10.	Music Broadcast Ltd	34.79	1.69%
	Total	1684.17	81.74%

Significant developments subsequent to the last financial year (i.e. F.Y. 2017-18):-

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. We have appointed Ms. Srishti Chaturvedi as Non- Executive Director of the Company with effect from September 20, 2018.
2. We have appointed Mr. Manoj Kumar Agarwal and Mr. Vijay Purwar as an Independent Director of the Company with effect from September 27, 2018.
3. Our Company was converted into Public Limited Company pursuant to Shareholders Resolution passed in the Extra Ordinary General Meeting of the Company held on March 14, 2018 vide fresh certificate of Incorporation dated September 20, 2018, issued by Registrar of Companies, Kanpur pursuant to Central Government order for condonation of delay under section 460 (b) of the Companies Act, 2013 dated September 07, 2018.



4. We have passed a special resolution in the Annual General Meeting of shareholders dated September 27, 2018 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
5. Our Company has formed the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee vide Board Resolution dated September 28, 2018.



SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act) against our Company, Promoter, Group Companies and Directors as of the date of this Draft Prospectus that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI(ICDR) Regulations,2009 as amended for creditors where outstanding due to any one of them exceeds 5% of consolidated trade payables as per the last audited financial statements of the Issuer.

Further, Our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations,2009 as amended for disclosure of all pending litigation involving the Issuer, its directors, promoters and group companies, other than criminal proceedings, statutory or regulatory actions and taxation matters where the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 1% of the profit after tax of our Company as per the last audited financial statement and such pending cases are material from the perspective of the Issuer's business, operations, prospects or reputation.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY

Our contingent liability as on March 31, 2018 is set out below:

Particulars	Amount (Rs. in Lakhs)
Bank Guarantee	45.00

PART 2: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Income Tax

NIL



(ii) Indirect tax Liabilities

NIL

4) Other Pending Litigation

NIL

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

Direct Tax Liability

NIL

Indirect Tax Liability

NIL

4) Other Pending Litigation

NIL

PART 3: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation



NIL

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability

NIL

4) Other Pending Litigation

NIL

PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

Tata Sky Limited (TSL) v/s Goldstar Tele Network Pvt. Ltd. (GTNPL) and Others

TSL has filed a criminal complaint no. 2994/SS/2017 under section 138 R/w 141 of the Negotiable Instruments Act, 1881 for cognizance by Magistrate U/s 190 of CrPC, 1973 against GTNPL and others namely, Mr. Anurag Kumar Aggarwal, Mr. Dharmesh Chaturvedi, Mr. Kumar Akshay and Mr. Anshul Kumar Bansal before the Metropolitan Magistrate, Mumbai, for dishonor of cheque bearing no. 126618 of Rs. 56,50,000/- dated August 03, 2017 drawn on Bank of Baroda, Kanpur". This cheque was given by GTNPL to TSL in the course of the business regarding retransmission and distribution of channel 'K News India' by TSL to M/s Goldstar Tele Network Pvt. Ltd. being the channel provider in pursuance of the Access Agreement signed between TSL and GTNPL on September 30, 2016. As on date the settlement was agreed between the parties and the outstanding amount was paid in full. However, the matter is still *subjudice* and the next date in the matter is October 03, 2018.

Tata Sky Limited (TSL) v/s Goldstar Tele Network Private Limited (GTNPL) & Others

As per the information available on the official website of district courts (<https://districts.ecourts.gov.in/>), a criminal complaint numbering 90/2018 dated 15.01.2018 has been filed by Tata Sky Limited against Goldstar Tele Network Private Limited and others namely, Mr. Anurag Kumar Aggarwal, Mr. Dharmesh Chaturvedi, Mr. Kumar Akshay and Mr. Anshul Kumar Bansal under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881 in the Chief Metropolitan Magistrate, Esplanade Court, Mumbai and the next date of hearing in this matter is 29.11.2018. However, the documents relating to the said case are not available with our Group Company, Goldstar Tele Network Private Limited, in the absence of which, we are unable to determine the amount of liability against the Group Company under the said matter.

2) Litigation Involving Actions by Statutory/Regulatory Authorities



NIL

3) Litigation involving Tax Liability**Direct Taxes****a. Income Tax****(i) TDS Liability as per Traces**

As per TRACES, the following TDS Liabilities of the Company are being shown towards short payment, short deduction, interest on payments and deduction default u/s 201 of the Income Tax Act, 1961, Late filing fee u/s 234E of the Income Tax Act, 1961 and Interest u/s 220(2) of the Income Tax Act, 1961, which are as follows:-

Nett Value Media Private Limited

(Amt. in Rs.)

Sr. No	Financial Year	Outstanding Liability
1.	2018-19	4400.00
2.	2017-18	28368.16
3.	2016-17	20.00
4.	2015-16	211.50
5.	Prior Years	3426.00
Total		36425.66

Kriya Communications Private Limited

(Amt. in Rs.)

Sr. No	Financial Year	Outstanding Liability
1.	2016-17	600.00
2.	Prior Years	38683.00
Total		39283.00

Indirect Taxes

NIL

4) Other Pending Litigation

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES**1) Litigation involving Criminal Laws**

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Litigation involving Tax Liability



NIL

4) Other Pending Litigation

NIL

PART 5: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding 5% of our Company's Trade Payables as per last restated financial statements, to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2018, there are 4 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 410.24 lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. Therefore, as on March 31, 2018, our Company owes amounts aggregating to Rs.649.98 lacs approximately towards 59 creditors (including advance to suppliers of Rs. 2.29 lacs to 6 creditors) for Trade Payables as per Restated Financial Statements, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: www.dapsadvertising.com

PART 6: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 184 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.



GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this Issue and our current 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 Issue 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 object clauses of the Memorandum of Association of Our Company enable us to carry out its activities.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

- a. The Board of Directors have, pursuant to a resolution passed at its meeting held on September 21, 2018 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 at an Annual General Meeting of shareholders held on September 27, 2018
- c. Our Company has obtained in-principle approval dated [●] from the SME platform of NSE for using the name of the Exchange in its offer documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

II. APPROVALS /LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS:

A. Approvals Pertaining To Incorporation, Name And Constitution Of Our Company:

S. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation as 'DAPS Advertising Private Limited'	20-024389	Companies Act, 1956	Registrar of Companies, Uttar Pradesh, Kanpur	April 29 th , 1999	Valid till cancelled
2.	Fresh Certificate of Incorporation consequent upon conversion from DAPS Advertising Private Limited to DAPS Advertising Limited	U51109UP1999PLC024389	Companies Act, 2013	Registrar of Companies, Kanpur	September 20 th , 2018	Valid till cancelled

B. Taxation Related Approvals/ Business Related Certifications:

Sr. No.	Nature of Registration/ License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue / Renew	Date of Expiry
1.	Permanent Account Number (PAN)	AABCD8028K	Income Tax Act, 1961	Commissioner of Income Tax	April 29, 1999	Valid till cancelled
2.	TAN (Tax Deduction Account Number)	KNPD01308G	Income Tax Act, 1961	Income Tax Department, E-TDS Intermediary,	June 29, 2004	Valid till cancelled




				National Securities Depository Limited		
3.	Certificate of Registration under GST for Uttar Pradesh:-	09AABCD8028K1ZF	Uttar Pradesh Goods and Services Tax Act, 2017 and Central Goods and Services Tax Act, 2017	Government of India and Government of Uttar Pradesh	September 26, 2017	Valid till cancelled
4.	Certificate of Registration for Service Tax (For the premises 26/89, "Mukundsadan", Karachi Khana, Kanpur, Uttar Pradesh)	AABCD8028KST001	The Finance Act, 1994	Superintendent (ST), Central Excise Range-XXI, Division-III, Kanpur	March 28, 2006	Valid till cancelled
4.	Udyog Aadhaar Registration (Small Category for 'Services')	UAN: UP43E0015960	Micro, Small and Medium Enterprise, 2006	Ministry of MSME, Government of India, Udyog Aadhar	Date of Commencement: April 29, 1999; Date of Filing: February 16, 2018	Valid till cancelled
5.	Registration under Uttar Pradesh Shops and Commercial Establishments Act, 1962	UPSA35713934	Uttar Pradesh Shops and Commercial Establishments Act, 1962	Chief Inspector of Shops and Commercial Establishment, Uttar Pradesh	April 01 st , 2016	March 31 st , 2021

C. Quality Certifications And Registration:

S. No.	Nature of Registration/License	Registration/License No.	Issuing Authority
1.	INS (Indian Newspaper Society) Accreditation	Code No. 11080	Secretary General, The Indian Newspaper Society, New Delhi

D. Intellectual Property :

As on the date of this Draft Prospectus, Our Company has obtained registrations of the following trademarks with the Registrar of Trademarks: -

S. No.	Brand name/ Logo Trademark	Class	Trademark	Application No. & Date	Status
1.	Word mark: DAPS Logo	41		Application No.: 3757446 and Date: 19/02/2018	Registered vide certificate no. 1961186 valid till February 19, 2028.



2.	Word mark: DAPS Logo	35		Application No.: 3757445 and Date: 19/02/2018	Registered vide certificate no. 1961187 valid till February 19, 2028.
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E. Approvals or Licences Pending to be applied or modified:

- a. Change of name in all the above approvals from “DAPS Advertising Private Limited” to “DAPS Advertising Limited” ;
- b. Modification in address of our Company in PAN, TAN and GST registration certificates.



OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors, pursuant to a resolution passed at their meeting held on September 21, 2018 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting held on September 27, 2018 authorized the Issue.

Our Company has obtained in-principle approval from the SME Platform of NSE for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities

We confirm that there is no prohibition on our Company, our Promoters, our Promoters Group, our Directors, our Group Companies or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoter, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

Association with Securities Market

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

Prohibition by RBI

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 202 of the Draft Prospectus.

Eligibility for the Issue

Our Company is eligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is not more than ₹ 25 crores and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the *“SME Platform of NSE”*).

We confirm that:

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrites minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled ***“General Information – Underwriting”*** beginning on page 41 of this Draft Prospectus.



b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and will enter into agreement with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE. For further details of the arrangement of market making please refer to section titled **"General Information – Details of the Market Making Arrangements for this Issue"** beginning on page 41 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 XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

1. Our Company shall mandatorily facilitate trading in demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated April 09, 2018 and National Securities Depository Limited dated May 30, 2018 for establishing connectivity.
2. Our Company has a website i.e. www.dapsadvertising.com.
3. 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.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE):-

Our Company was originally incorporated as Private Limited Company under the provisions of Companies Act, 1956 in the name of "DAPS Advertising Private Limited" vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from "DAPS Advertising Private Limited" to "DAPS Advertising Limited" vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389

1. The post issue paid up capital of the company will be up to 51,78,900 shares of face value of ₹10/- aggregating up to ₹517.89 lacs which is less than ₹25 Crore.
2. The company confirms that it has track record of more than 3 years.
3. The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2018 is positive.
4. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).



5. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
6. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
7. 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.

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER WILL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28, 2018 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, 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 THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**



- C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS. – NOTED FOR COMPLIANCE
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. - NOT APPLICABLE AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 A PUBLIC OFFER SHALL BE IN DEMATERIALIZED FORM ONLY.



11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. – NOTED FOR COMPLIANCE
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE.



4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER – **NOTED FOR COMPLIANCE**.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS. - **NOT APPLICABLE**
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. – **NOTED FOR COMPLIANCE**

Note:

The filing of this 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, Kanpur in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Share India Securities Limited	26.37	41.00	October 05, 2017	44.75	49.27% [6.30%]	112.32% [6.97%]	158.54% [5.36%]
2.	RKEC Projects Limited	28.70	45.00	October 09, 2017	54.00	202.22% [3.15%]	281.78% [6.36%]	195.56% [3.91%]
3.	D.P. Abhushan Limited	16.61	28.00	October 23, 2017	33.60	92.86% [1.55%]	162.50% [7.67%]	150% [3.93%]
4.	ANI Integrated Services Limited	25.656	100.00	November 20, 2017	120.00	67.00% [1.41%]	21% [0.77%]	12% [2.12%]
5.	Dynamic Cables Limited	23.376	40.00	December 14, 2017	48.00	63.13% [4.80%]	25% [1.77%]	0% [7.36%]
6.	Vasa Retail and Overseas Limited	4.8	30.00	February 06, 2018	36.00	104.33% [-2.43]	70% [-2.06%]	40% [8.47%]
7.	Hindcon Chemicals Limited	7.728	28.00	March 09, 2018	33.60	-6.61% [1.49%]	-8.93% [5.29%]	-28.57% [12.22%]
8.	Tara Chand Logistic Solutions Limited	20.46	55.00	March 23, 2018	49.00	-12.73% [-5.87%]	-16.67% [7.43%]	-43.64% [12.37%]



9.	Dhruv Consultancy Services Limited	23.1984	54.00	May 10, 2018	53.40	-0.19% [0.67%]	-12.58% [6.77%]	-
10.	Sonam Clock Limited	10.1088	36.00	June 14, 2018	37.00	2.50% [1.18%]	2.50% [5.20%]	-

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th 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%
2013-14	3 ⁽¹⁾	10.66	-	-	1	1	1	-	-	-	-	2	-	1
2014-15	7 ⁽²⁾	38.25	-	-	-	2	-	5	-	-	-	3	-	4
2015-16	8 ⁽³⁾	34.20	-	-	1	2	2	3	-	-	-	3	1	4
2016-17	12 ⁽⁴⁾	99.90	-	-	2	3	3	4	-	-	3	3	2	4
2017-18	16 ⁽⁵⁾	234.21	-	1	4	6	2	3	-	2	3	5	3	3
2018-19	2 ⁽⁶⁾	33.3072	-	-	1			1						

(1) The scrips of Samruddhi Realty Limited, Captain Polyplast Limited and Tentiwal Wire Products Limited were listed on April 12, 2013, December 11, 2013 and December 31, 2013 respectively.

(2) The scrips of R&B Denims Limited, Bansal Roofing Products Limited, Atishay Infotech Limited, Dhabriya Polywood Limited, Vibrant Global Capital Limited, ADCC Infocad Limited and Captain Pipes Limited were listed on April 22, 2014, July 14, 2014, October 16, 2014, October 17, 2014, October 21, 2014, October 22, 2014, and December 11, 2014 respectively.

(3) The scrips of O.P. Chains Limited, Junction Fabrics and Apparels Limited, Loyal Equipments Limited, Emkay Taps & Cutting Tools Limited, Universal Autofoundry Limited, Bella Casa Fashion and Retail Limited, Vishal Bearings Limited and Cawasji Behramji Catering Services Limited were listed on April 22, 2015, July 10, 2015, July 16, 2015, August 13, 2015, September 4, 2015, October 15, 2015, October 15, 2015 and October 19, 2015 respectively.

(4) The scrips of Raghav Ramming Mass Limited, Advance Syntex Limited, Madhya Bharat Agro Products Limited, Aurangabad Distillery Limited, Pansari Developers Limited, Dhanuka Realty Limited, Globe International Carriers Limited, Art Nirman Limited, Krishana Phoschem Limited, Global Education Limited, RMC Switchgears Limited and Laxmi Cotspin Limited were listed on April 13, 2016, July 12, 2016, September 16, 2016, October 17, 2016, October 18th, 2016, October 18th, 2016, October 19th, 2016, October 19th, 2016, February 27, 2017, March 02, 2017, March 14, 2017 and March 31, 2017 respectively.

(5) The Scrips of Dev Information Technology Limited, Vadivarhe Speciality Chemicals Limited, Globe Textiles (India) Limited, Accord Synergy Limited, Captain Technocast Limited, Shanti Overseas (India) Limited, Surevin BPO Services Limited, Pashupati Cotspin Limited, Share India Securities Limited, RKEC Projects Limited, D. P. Abhushan Limited, ANI Integrated Services Limited, Dynamic Cables Limited, Vasa Retail and Overseas Limited, Hindcon Chemicals Limited and Tara Chand Logistic Solutions Limited were listed on April 17, 2017, June 02, 2017, June 23, 2017, July 06, 2017, August 01, 2017, August 03, 2017, August 09, 2017, September 08, 2017, October 05, 2017, October 09, 2017, October 23, 2017, November 20, 2017, December 14, 2017, February 06, 2018, March 09, 2018 and March 23, 2018 respectively.



(6) The scrip of Dhruv Consultancy Services Limited and Sonam Clock Limited was listed on May 10, 2018 on June 14, 2018 respectively, and they have not completed 180th days from the date of listing.

Note:

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the LM. Hence, disclosures pertaining to recent 10 issues handled by LM are provided.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.hemsecurities.com

Disclaimer from our Company and the Lead Manager

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the Agreement entered between the LM (Hem securities Limited) and our Company on September 27, 2018 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, 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 Companies, and our affiliates or associates, for which they have received and may in future receive compensation.

Note

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest



in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Kanpur, Uttar Pradesh, India 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, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the SME Platform of NSE

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 Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

The Draft Prospectus is 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 Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16 Sansad Marg, New Delhi - 110 001 for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, 37/17, Westcott Building, The Mall, Kanpur-208001 , Uttar Pradesh

Listing

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE EMERGE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period subject to applicable law.

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-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue*, Legal Advisor to the Issue, Underwriter to the Issue* and Market Maker to the Issue* to act in their respective capacities have been obtained as required as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, Kedia Gupta and Associates, Statutory Auditor and Mansaka Ravi & Associates., Chartered Accountants, Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and



restated Standalone financial statements & restated Consolidate financial statements as included in this Draft Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

Experts Opinion

Except for the reports in the section “*Financial information of the Company*” and “*Statement of Tax Benefits*” on page 143 and page 77 of this Draft Prospectus from the Statutory & Peer Review Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The total expenses of the Issue are estimated to be approximately Rs. [●] Lakh, which is [●] of the Issue size. The estimated Issue related expenses include Issue Management Fee, underwriting and management fees SCSB’s commission/ Selling commission, fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our company. However, the issue related expenses will be shared between our Company.

The Estimated Issue expenses are as under:-

S.No	Particulars	Amount (₹ in Lacs)	Percentage of Total Estimated Issue Expenditure (%)	Percentage of Issue Size (%)
1.	Payment to Merchant Banker including, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Bankers etc and other out of pocket expenses*	[●]	[●]	[●]
2.	Printing and Stationery and postage expenses, Advertising and Marketing expenses	[●]	[●]	[●]
3.	Advertising and Marketing expenses	[●]	[●]	[●]
4.	Regulatory fees and expenses	[●]	[●]	[●]
	Total estimated Issue Expenses	[●]	[●]	[●]

*Included Commission/ processing fees for SCSB, Brokerage and selling commission for Registered Brokers, RTA’s and CDPs

Fees, Brokerage and Selling Commission payable to the LM

The total fees payable to the Lead Manager will be as per the (i) Lead Manager Agreement dated September 27, 2018 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●] with Underwriter [●] and (iii) the Market Making Agreement dated [●] with Market Maker [●], a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Draft Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated March 26, 2018 a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.



Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "*Capital Structure*" beginning on page 49 of this Draft Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company

Except as stated in the chapter titled "*Capital Structure*" beginning on page 49 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies or associates of our Company are listed on any stock exchange.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group / Associate body corporate are unlisted and have not made a public issue of shares.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

Option to Subscribe

Equity Shares being issued through the Draft Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.



Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer and with a copy to the relevant Designated Intermediary with whom the Application Form was submitted and.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Rosy Kanaujia, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Rosy Kanaujia

DAPS Advertising Limited

128, Clyde House, Office No. 9-B ,
The Mall Kanpur- 208001,
Uttar Pradesh.

Tel. No. +91-512-2302770

E-mail: cs@dapsadvertising.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as Our Company

We do not have any listed company under the same management.

Change in Auditors during the last three (3) years

There have been no changes in our Company's auditors in the last three (3) years.



Capitalization of Reserves or Profits

Except as disclosed under section titled "**Capital Structure**" beginning on page 49 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "**Statement of Tax Benefits**" beginning on page 77 of this Draft Prospectus.

Purchase of Property

Other than as disclosed in Section "**Our Business**" on page 100 of the Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Draft Prospectus, other than property, in respect of which:-

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behavior

Except as stated in this Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled "Our Management" beginning on 117 and "Note 22 –Statement of Related Party Transactions" beginning on page 175 of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.



SECTION VII – 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, 2009, 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 November, 10th 2015, all the investors applying in this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorizing the banks to make payment in case of allotment by signing the application forms.

Authority for the Issue

The present Public Issue of up to 17,04,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 21, 2018 and was approved by the Shareholders of the Company by passing Special Resolution at the Annual General Meeting held on September 27, 2018 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, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to "*Main Provisions of Articles of Association of the Company*" on page 273 of the 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 142 of the Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of ₹ 10.00 each are being offered in terms of the 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 75 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 the disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.



Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & Notices to members
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims 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, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled “*Main Provisions of Articles of Association of the Company*” beginning on page 273 of the 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 Registrar to the Issue.

- Tripartite Agreement dated May 30, 2018 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated April 09, 2018 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 issue 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 106(Q) of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 50 shareholders. In case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

Minimum Subscription

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the 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 devolvement 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 [106R] of SEBI ICDR Regulations, The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the 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 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)



Further, in accordance with Regulation 106 Q of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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 SME Platform of NSE.

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 extant policy of the Government of India, OCBs cannot participate in this Issue.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled "**Capital Structure**" beginning on page 49 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 273 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 Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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.

Option to receive Equity Shares in Dematerialized Form

As per section 29(1) of the new Companies Act 2013 and in accordance with SEBI (ICDR) Regulations, every company making public offer shall issue securities 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 will be traded only on the dematerialized segment of the SME Exchange.



Migration to Main Board

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME 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 XB of the SEBI (ICDR) Regulations, 2009.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, 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 the Company is likely to increase above ₹25 Crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board

OR

- If the Paid-Up Capital of our Company is more than ₹10.00 Crore and up to ₹ 25.00 Crore, our company may still apply for migration to the Main Board. If our Company fulfils the eligibility criteria for listing laid down by the Main Board of 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 promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the SME platform of NSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled "**General Information - Details of the Market Making Arrangements for this Issue**" on page 41 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:

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

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.



New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

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 Kanpur, Uttar Pradesh 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.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106 (M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up Face value capital is upto ₹ 10 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 SME 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 224 and 233 of the Draft Prospectus.

The issue comprises of Public Issue of up to 17,04,000 equity shares of face value of ₹10 each ("equity shares") for cash at a price of [●] per equity share (including a share premium of [●] per equity share) ("issue price") aggregating to [●] lakhs ("issue") by our Company of which [●] Equity Shares of ₹10.00 each will be reserved for subscription by Market Maker Reservation portion and a Net Issue to public of [●] Equity Shares of ₹10.00 each is hereinafter referred to as the Net Issue. The issue and the net issue will constitute up to 32.90% and [●], respectively of the post issue paid up equity share capital of our 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	Up to [●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] of the Issue Size	[●] 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 " Issue Procedure - Basis of Allotment " on page 264 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><u>For Other than Retail Individual Investors:</u></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of ₹ [●] each, such that the Application Value exceeds ₹ 2.00 Lakh.</p> <p><u>For Retail Individuals Investors:</u></p> <p>[●] Equity Shares at an Issue price of ₹ [●] each</p>	[●] Equity Shares
Maximum Application Size	<p><u>For Other than Retail Individual Investors:</u></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> <p><u>For Retail Individuals Investors:</u></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed ₹ 2, 00,000/-.</p>	[●] Equity Shares
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, 2009.
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.
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This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “**Issue Structure**” on page 230 of the Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ in the net offer to the public category shall be made as follows:

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

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

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

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

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) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) 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 Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) included below under section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

PART A

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediaries. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that 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.



Application Form

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

**Excluding Electronic Application Form*

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “**Designated Intermediaries**”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

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.



Who can apply?

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply 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

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.



Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Applicants:

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.



10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

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 Indian (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 HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRIs/ FPI's on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office.

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.

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 SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:



- a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - ❖ Any transactions in derivatives on a recognized stock exchange;
 - ❖ Short selling transactions in accordance with the framework specified by the Board;
 - ❖ Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - ❖ Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;
 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - viii. Any other transaction specified by Board.
 - e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these 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 purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
 6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
 7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
 8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.



No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority
- b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.



The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by 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 IRDA, 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, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- (a) Equity shares of a company: The lesser of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- (c) The industry sector in which the investee company operates: 10% of the insurer’s total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI’s, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted 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 therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA 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 therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate 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 thereof.



In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, 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 any Application in whole or in part, in either case, without assigning any reason thereof.

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, our 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 this 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 this Draft Prospectus.

Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.



10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of payment

The entire Issue price of [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in the public issue can only invest through ASBA Mode.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - (i) the applications accepted by them,
 - (ii) the applications uploaded by them
 - (iii) the applications accepted but not uploaded by them or
 - (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.



4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the 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 as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.



10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Allocation of Equity shares

- 1) The Issue is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a) Our company has entered into an Underwriting Agreement dated [●].
- b) A copy of Prospectus will be filled with the ROC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement



Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about 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 you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to not release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);



- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than five applications from one bank account.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated 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.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.



Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

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."

Undertakings by Our Company

We undertake 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 if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 4) That the our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;



Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested 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.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated May 30, 2018 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated April 09, 2018 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE975Z01012

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue

Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken inter-alia through 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, 2009 ("SEBI ICDR Regulations, 2009") 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.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

Section 2: Brief Introduction to IPOs on SME Exchange

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulations.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (“the Companies Act”), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- a) In accordance with Regulation 106(P) of SEBI (ICDR) Regulation, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- b) In accordance with regulation 106(R) of SEBI (ICDR) Regulation, 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 106(O) the SEBI (ICDR) Regulation, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulation, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e) Our Company was originally incorporated as Private Limited Company under the provisions of Companies Act, 1956 in the name of “DAPS Advertising Private Limited” vide Certificate of Incorporation dated April 29, 1999, bearing registration No. 20-24389 issued by Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company was



converted into a public limited company and the name of our Company was changed from “DAPS Advertising Private Limited” to “DAPS Advertising Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on March 14, 2018. A fresh Certificate of Incorporation consequent upon conversion into public limited company was granted to our Company on September 20, 2018 by the Registrar of Companies, Kanpur having Corporate Identification Number U51109UP1999PLC024389

- f) The post issue paid up capital of the company will be up to 51,78,900 equity shares of face value of Rs. 10/- aggregating up to Rs. 517.89 lacs which is less than Rs. 25 Crore.
- g) The company confirms that it has track record of more than 3 years.
- h) The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2018 is positive.
- i) The issuer shall mandatorily facilitate trading in demat securities.
- j) The issuer should not been referred to Board for Industrial and Financial Reconstruction.
- k) No petition for winding up is admitted by a court of competent jurisdiction against the Issuer.
- l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- m) The company should have a website.
- n) There has been no change in the promoter(s) of the company in the 1 year preceding the date of filing application to NSE for listing on SME segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106 (M) (3) of SEBI (ICDR) Regulation, 2009 the provisions of regulations 6(1), 6(2), 6(3) , Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus the Company is eligible for the Issue in accordance with Regulation 106M(1) and other provision of Chapter XB of SEBI (ICDR) Regulations as the post –issue face value capital does not exceed Rs. 2500 Lakhs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in 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:

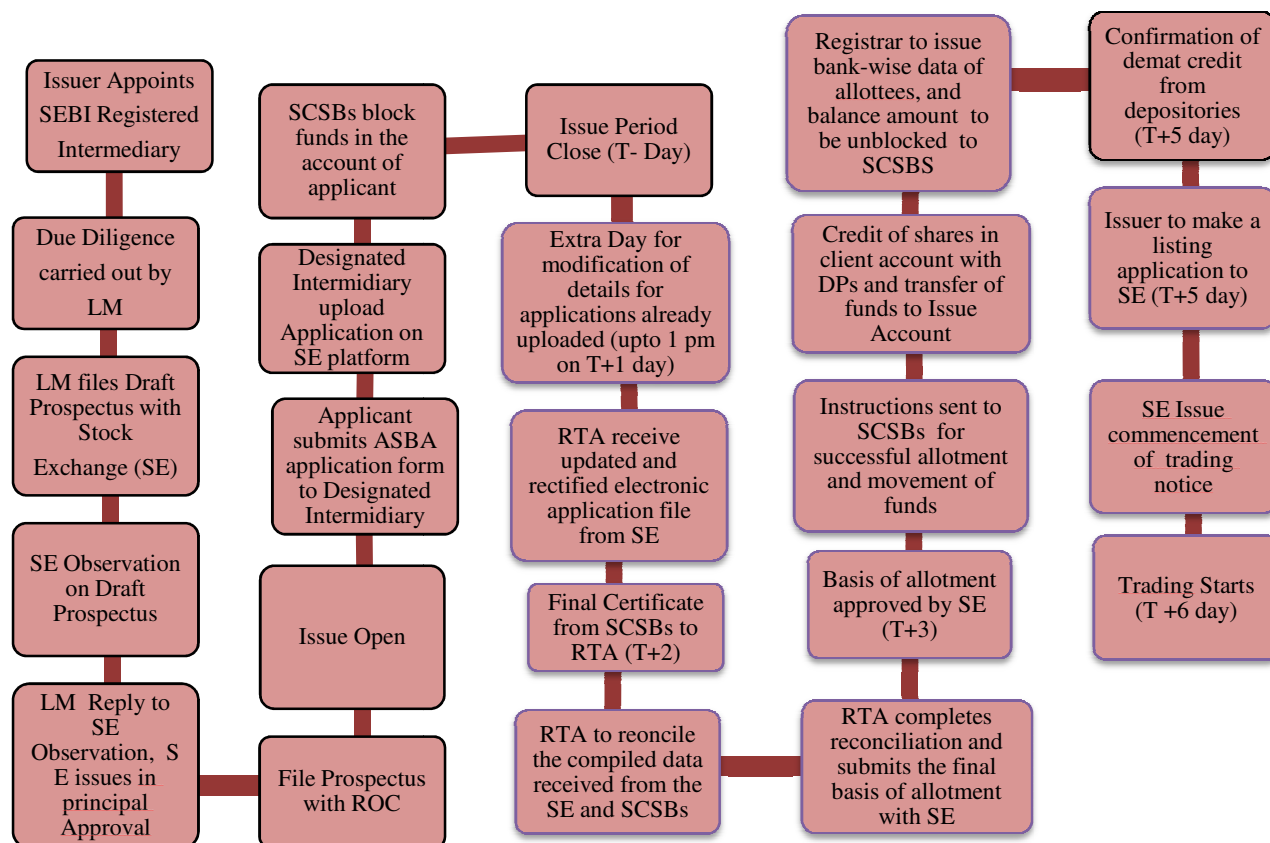
- a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

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 it is 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, 2009 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:

Category	Color of the Application*
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

**Except for electronic application*

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:



COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : _____ Contact Details: _____ CIN No _____	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS																																
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	Bid cum Application Form No. _____ FIXED PRICE GME ISSUE INE00000000000																																
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">SYNDICATE MEMBER'S STAMP & CODE</td> <td style="width: 25%;">BROKER/SCSB/DP/RTA STAMP & CODE</td> <td style="width: 50%;">1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER</td> </tr> <tr> <td> </td> <td> </td> <td>Mr. / Ms. _____</td> </tr> <tr> <td>SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</td> <td>ESCROW BANK/SCSB BRANCH STAMP & CODE</td> <td>Address _____</td> </tr> <tr> <td> </td> <td> </td> <td>Email _____</td> </tr> <tr> <td>BANK BRANCH SERIAL NO.</td> <td>SCSB SERIAL NO.</td> <td>Tel. No (with STD code) / Mobile _____</td> </tr> <tr> <td> </td> <td> </td> <td>2. PAN OF SOLE / FIRST BIDDER _____</td> </tr> </table>			SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER			Mr. / Ms. _____	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Address _____			Email _____	BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile _____			2. PAN OF SOLE / FIRST BIDDER _____														
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BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile _____																																
		2. PAN OF SOLE / FIRST BIDDER _____																																
3. BIDDER'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"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH																																
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF") <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹) - "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" Please tick</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> <th></th> </tr> <tr> <td>Option 1</td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td><input type="checkbox"/></td> </tr> </table>		Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) - "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				"Cut-off" Please tick	Bid Price	Retail Discount	Net Price		Option 1						<input type="checkbox"/>	(OR) Option 2						<input type="checkbox"/>	(OR) Option 3						<input type="checkbox"/>	5. CATEGORY <input type="checkbox"/> Retail Investor Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) - "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)					"Cut-off" Please tick																									
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Option 1						<input type="checkbox"/>																												
(OR) Option 2						<input type="checkbox"/>																												
(OR) Option 3						<input type="checkbox"/>																												
7. PAYMENT DETAILS Amount paid (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>																																
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED AGREED PROSPECTUS AND THE CIRCULAR INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (CIDI) AND HEREBY AGREE AND CONFIRM THE "BIDDERS' UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.																																		
8A. SIGNATURE OF SOLE / FIRST BIDDER _____ Date : _____	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the line 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____																																
TEAR HERE																																		
LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA Bid cum Application Form No. _____ PAN of Sole / First Bidder _____																																
DPID / CLID _____	Amount paid (₹ in figures) _____ Bank & Branch _____ ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____	Stamp & Signature of SCSB Branch _____																																
TEAR HERE																																		
XYZ LIMITED - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td>Bid Price</td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td>Amount Paid (₹)</td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td>ASBA Bank A/c No.</td> <td colspan="3"> </td> </tr> <tr> <td>Bank & Branch</td> <td colspan="3"> </td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Paid (₹)				ASBA Bank A/c No.				Bank & Branch				Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder Bid cum Application Form No. _____								
	Option 1	Option 2	Option 3																															
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Bid Price																																		
Amount Paid (₹)																																		
ASBA Bank A/c No.																																		
Bank & Branch																																		



COMMON BID CUM APPLICATION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		For Eligible NRI, FI, FVCI, applying on Restriction Basis		
Address : _____		Contact Details: _____		CIN No. _____		
LOGO		TO, THE BOARD OF DIRECTORS XYZ LIMITED		<div style="border: 1px solid black; padding: 2px;"> FIXED PRICE GME ISSUE INE00000000000 </div>		
				Bid cum Application Form No. _____		
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER		
				Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____		
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ESCROW BANK/SCSB BRANCH STAMP & CODE		2. PAN OF SOLE / FIRST BIDDER		
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.				
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ■ NSDL ■ CDSL						
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID						
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")						
Bid Options:	No. of Equity Shares Bid (In Figures) (Do not be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				5. CATEGORY
		Bid Price	Retail Discount	Net Price	"Cut-off" Pleased (tick)	
Option 1						<input type="checkbox"/> Retail Institutional Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
(OR) Option 2						
(OR) Option 3						
7. PAYMENT DETAILS						
Amount paid (₹ in figures) _____ (₹ in words) _____						
ASBA Bank A/c No. _____ Bank Name & Branch _____						
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABSTRACT PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.						
8A. SIGNATURE OF SOLE / FIRST BIDDER		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)		
		I/We authorize the SCSB to do all acts as are necessary to make the Application in the line 1) _____ 2) _____ 3) _____				
Date : _____						
TEAR HERE						
XYZ LIMITED		Acknowledgement Slip for Broker/SCSB/DP/RTA		Bid cum Application Form No. _____		
INITIAL PUBLIC ISSUE - NR		PAN of Sole / First Bidder				
DPID / CLID						
Amount paid (₹ in figures)		Bank & Branch		Stamp & Signature of SCSB Branch		
ASBA Bank A/c No.						
Received from Mr./Ms.						
Telephone / Mobile		Email				
TEAR HERE						
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		Stamp & Signature of Broker / SCSB / DP / RTA		Name of Sole / First Bidder		
Option 1		Option 2		Option 3		
No. of Equity Shares						
Bid Price						
Amount Paid (₹)						
ASBA Bank A/c No.						
Bank & Branch						
Acknowledgement Slip for Bidder						
				Bid cum 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. 200000 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. 200000 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. 200000 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, 2009 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, 2009 as amended. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, 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:



COMMON BID REVISION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS								
Address :		Contact Details:		CIN No								
LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED		BOOK BUILT ISSUE ISIN :		Bid cum Application Form No.								
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER								
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ESCROW BANK/SCSB BRANCH STAMP & CODE		Mr. / Ms. Address Tel. No (with STD code) / Mobile Email								
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		2. PAN OF SOLE / FIRST BIDDER								
				3. BIDDER'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)								
PLEASE CHANGE MY BID												
4. FROM (AS PER LAST BID OR REVISION)												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)								
	(In Figures)			(In Figures)								
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1												<input type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)								
	(In Figures)			(In Figures)								
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1												<input type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>
6. PAYMENT DETAILS												
Additional Amount Paid (₹ in figures) (₹ in words)												
ASBA Bank A/c No.												
Bank Name & Branch												
PAYMENT OPTION : <input type="checkbox"/> FULL PAYMENT <input type="checkbox"/> PART PAYMENT												
I/WE HEREBY AUTHORISE ASBA BANK AS AN AGENT TO ACT ON BEHALF OF THE APPLICANT(S) IN MAKING THE APPLICATION FOR INVESTING IN PUBLIC ISSUES ("CIB") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID DIVISION FORM GIVEN OVERLEAF.												
7A. SIGNATURE OF SOLE / FIRST BIDDER				7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)				BROKER / SCSB / DP / RTA STAMP (Acknowledging receipt of Bid in Stock Exchange system)				
Date :				I/We authorize the SCSB to do all acts as are necessary to make the Application in the law 1) 2) 3)								
TEAR HERE												
LOGO		XYZ LIMITED		Acknowledgement Slip for Broker/SCSB/DP/RTA		Bid cum Application Form No.						
BID REVISION FORM - INITIAL PUBLIC ISSUE - R												
DPID / CLID		PAN of Sole / First Bidder										
Additional Amount Paid (₹)		Bank & Branch		Stamp & Signature of SCSB Branch								
ASBA Bank A/c No.												
Received from Mr./Ms.		Telephone / Mobile		Email								
TEAR HERE												
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Option 1		Option 2		Option 3		Stamp & Signature of Broker / SCSB / DP / RTA		Name of Sole / First Bidder		
		No. of Equity Shares										
		Bid Price										
		Additional Amount Paid (₹)										
ASBA Bank A/c No.								Acknowledgement Slip for Bidder				
Bank & Branch								Bid cum 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 [●];
- 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. 200000 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 (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 43(4) of the SEBI (ICDR) Regulations, 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.

The Executive Director/ Managing Director of the SME Platform of NSE, 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, 2009.

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 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (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



Term	Description
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, 2009. 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.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a 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, 2009,
Broker Centres	Broker Centres notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the 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 http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com



Term	Description
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. www.nseindia.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
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, 2009.
Draft Prospectus	The 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, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the 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, 2009, 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
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account



Term	Description
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
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
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 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 to be 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, 2009
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
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, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs.200,000.



Term	Description
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, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
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 http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
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 days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.



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 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 the 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 RBI and the relevant ministry or ministries of the Government of India.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued the consolidated FDI policy circular of 2017 ("FDI Policy 2017"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force and effect as on August 28, 2017.

Subject to certain conditions, the transfer of shares by way of sale between an Indian resident and a non-resident does not require the prior approval of the RBI or the relevant ministry or ministries of the Government of India, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy 2017 and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy 2017; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids 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 Bidders. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws.



SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, 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, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

ARTICLE NO.	INTERPRETATION	HEADING
1.	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
i.	“The Act” means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.	The Act
ii.	“Articles” means Articles of Association of the Company as originally framed or altered from time to time	Articles
iii.	“Beneficial Owner” shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.	Beneficial Owner
iv.	“Board” or “Board of Director” means the Collective body of the Board of Directors of the Company.	Board or Board of Director
v.	“Chairman” means the Chairman of the Board of the Directors of the Company.	Chairman
vi.	“The Company” means DAPS Advertising Limited	The Company
vii.	“Depositories Act, 1996” shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	Depositories Act, 1996
viii.	“Depository” shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	Depository
ix.	“Directors” mean the Directors for the time being of the Company.	Directors
x.	“Dividend” includes any interim dividend.	Dividend
xi.	“Document” means a document as defined in Section 2 (36) of the Companies Act, 2013	Document
xii.	“Equity Share Capital”, with reference to any Company limited by shares, means all share capital which is not preference share capital.	Equity Share Capital
xiii.	“KMP” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	KMP
xiv.	“Managing Director” means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.	Managing Director
xv.	“Month” means Calendar month.	Month
xvi.	“Office” means the registered office for the time being of the Company.	Office
xvii.	“Paid-up share capital” or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.	Paid-up share capital
xviii.	“Postal Ballot” means voting by post or through any electronic mode.	Postal Ballot
xix.	“Proxy” includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	Proxy
xx.	“Public Holiday” means a Public Holiday within the meaning of the	Public Holiday



	Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.	
	xxi. “Registrar” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.	Registrar
	xxii. “Rules” means the applicable rules as prescribed under the relevant sections of the Act for time being in force.	Rules
	xxiii. “SEBI” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	SEBI
	xxiv. “Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	Securities
	xxv. “Share” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	Share
	xxvi. “Seal” means the common seal of the Company.	Seal
	xxvii. “Preference Share Capital”, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;	Preference Share Capital
	Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. ‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.	
2.	The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.	Share Capital
3.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company 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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.	
4.	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.	Issue of Sweat Equity Shares



5.	The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, 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 the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board 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.	Issue of Debentures
6.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a) one certificate for all his shares without payment of any charges; or</p> <p>b) Several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.</p> <p>ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;</p> <p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iv. In respect of any 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 for a share to one of several joint holders shall be sufficient delivery to all such holders.</p> <p>v. Permission for Sub-Division/Consolidation of Share Certificates.</p>	Issue of Share Certificates
7.	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate.	
8.	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	
9.	The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.	
10.	<p>i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p>	Power to pay Commission In connection with the Securities issued



	iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	
11.	<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p> <p>iii. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.</p>	Variations of Shareholder's rights
12.	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.	Issue of Preference Shares
13.	<p>(1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <p>a) To persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.</p> <p>b) To employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.</p> <p>c) To any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p>	Further Issue of shares
14.	<p>i. The Company shall have a first and paramount lien—</p> <p>a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company;</p> <p>c) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at</p>	Lien



	<p>a fixed time in respect of such shares</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>	
15.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>	
16.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>	
17.	<p>i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>ii. The residue, if any, shall, subject to a like 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>	
18.	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-</p> <p>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.</p> <p>b) The joint-holders of any shares 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.</p> <p>c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.</p> <p>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.</p> <p>e) 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, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.</p> <p>f)</p> <p>(i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such</p>	Joint Holdings



	<p>joint-holder present by attorney or by proxy stands first in Register in respect of such shares.</p> <p>(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.</p> <p>g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.</p>	
19.	<p>i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p>	Calls on shares
20.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.	
21.	<p>i. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p> <p>ii. That registration of transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the issuer on any account whatsoever.</p>	
22.	<p>i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.</p> <p>ii. That any amount paid up in advance of calls on any share, may carry an interest but shall not in respect thereof confer a right to dividend or to participate in profits.</p> <p>iii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p> <p>iv. That option or right to call of shares shall not be given to any person except with the sanction of Issuer in General Meeting.</p>	
23.	<p>i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</p> <p>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
24	<p>The Board—</p> <p>i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct,</p>	



	twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.	
25.	Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up. Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.	
26.	The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.	
27.	The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.	
28.	<ul style="list-style-type: none"> i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles. ii. Each share in the Company shall be distinguished by its appropriate number. iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares. 	Transfer of shares
29.	<ul style="list-style-type: none"> i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. 	
30.	<p>The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-</p> <ul style="list-style-type: none"> i. The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or ii. Any transfer of shares on which the Company has a lien. iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares 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. 	
31.	<p>The Board shall decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> i. The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; ii. The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares. Provided that, transfer of shares in whatever lot shall not be refused. iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s), iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred; v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter. 	



32.	The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay	
33.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year	
34.	The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.	
35.	The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.	Register of Transfers
36.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p>a) The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b) Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities. If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c) Securities in Depository to be in fungible form:-</p> <ul style="list-style-type: none"> • All Securities of the Company held by the Depository shall be dematerialised and be in fungible form. • Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners. <p>d) Rights of Depositories & Beneficial Owners:- Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.</p> <p>e) Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p>f) Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.</p> <p>ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are</p>	Dematerialisation of Securities



	<p>entered as beneficial owners in the records of a depository.</p> <p>iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.</p> <p>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.</p>	
37.	<p>i. 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 persons recognised by the Company as having any title to his interest in the shares.</p> <p>ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	
38.	<p>i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—</p> <p>a) To be registered himself as holder of the share; or</p> <p>b) To make such transfer of the share as the deceased or insolvent member could have made.</p> <p>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>	
39.	<p>i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>	Transmission of Shares
40.	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided 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, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>	



41.	The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company. No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.	
42.	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.	
43.	The notice aforesaid shall— i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and ii. State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	
44.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	
45.	i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	
46.	i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Forfeiture of Shares
47.	i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off; iii. The transferee shall thereupon be registered as the holder of the share; and iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.	
48.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	
49.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for 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 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.	



50.	Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	
51.	The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	
52.	The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	
53.	The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	
54.	Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to 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 proceeding to enforce forfeiture of such shares as hereinafter provided.	Initial payment not to preclude forfeiture
55.	<p>The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.</p> <p>Subject to the provisions of section 61, the Company may, by ordinary resolution, -</p> <ol style="list-style-type: none"> consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. 	Alteration of capital
56.	<p>Where shares are converted into stock,-</p> <ol style="list-style-type: none"> the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <ol style="list-style-type: none"> the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively. 	Conversion of Shares into Stock
57.	The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, -	Reduction of Capital



	<ul style="list-style-type: none"> i. its share capital; ii. any capital redemption reserve account; or iii. Any share premium account. 	
58.	<p>The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.</p> <p>The bearer of a share warrant may at any time, deposit the warrant in 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 calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>Company shall, on two days written notice, return the deposited share warrants to the depositor.</p> <p>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>The bearer of 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 holders of shares included in the warrant, and he shall be a member of the Company.</p> <p>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>	Share Warrants
59.	<ul style="list-style-type: none"> i. The Company in general meeting may, upon the recommendation of the Board, resolve— <ul style="list-style-type: none"> a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. c) That there shall be no forfeiture of unclaimed dividend before claim becomes barred by law. ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards— <ul style="list-style-type: none"> a) paying up any amounts for the time being unpaid on any shares held by such members respectively; b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid; c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b); d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; e) The Board shall give effect to the resolution passed by the Company in 	Capitalisation of profits



	<p>pursuance of this -regulation.</p> <p>iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.</p>	
60.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>b) Generally, to do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and</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 capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p>	
61.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
62.	<p>All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.</p> <p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. The general meeting including Annual General Meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act, 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the Company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting.</p> <p>iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>	General Meeting
63.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>ii. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.</p> <p>ii. In any other case, the quorum shall be decided as under:</p> <p>a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</p> <p>b) thirty members personally present if the number of members as on the date of</p>	Proceedings at general meetings



	the meeting exceeds five thousand;	
64.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	
65.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	
66.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	
67.	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	
68.	A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.	
69.	<ul style="list-style-type: none"> i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up. ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. 	Demand for poll
70.	<ul style="list-style-type: none"> i. A poll demanded on a question of adjournment shall be taken forthwith. ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct. 	Time of taking poll
71.	<ul style="list-style-type: none"> i. 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. ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. iii. 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. iv. 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. 	Adjournment of meeting
72.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares, -</p> <ul style="list-style-type: none"> i. on a show of hands, every member present in person shall have one vote; and ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. 	Voting rights
73.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	
74.	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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
75.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	
76.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (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 such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.	
77.	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.	
78.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.	
79.	<ul style="list-style-type: none"> i. 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. ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive. 	
80.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.	
82.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.	Casting Vote
83.	A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.	Representation of Body Corporate
84.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	Circulation of member's resolution
85.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	Resolution requiring special notice
86.	The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.	Resolutions passed at adjourned meeting
87.	The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.	Registration of resolutions and agreements
88.	<ul style="list-style-type: none"> i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered. 	Minutes of proceedings of general meeting and of Board and other meetings



	<p>ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:</p> <p>A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p>B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.</p> <p>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <p>a) the names of the Directors present at the meetings, and</p> <p>b) In the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.</p> <p>iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:</p> <p>a) is or could reasonably be regarded, as defamatory of any person</p> <p>b) is irrelevant or immaterial to the proceedings; or</p> <p>c) In detrimental to the interests of the Company.</p> <p>iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.</p>	
89.	The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.	Minutes to be considered to be evidence
90.	No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.	Publication of reports of proceeding of general meetings
91.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of `a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Proxy
92.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	
93.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	
94.	The First Directors of the Company shall be:	Board of Directors



	<table><tr><td>Mr. AkhileshChaturvedi</td><td>(DIN 00989785)</td></tr><tr><td>Mr. Dharmesh Chaturvedi</td><td>(DIN 00989831)</td></tr><tr><td>Mr. PareshChaturvedi</td><td>(DIN 00989858)</td></tr><tr><td></td><td></td></tr></table>	Mr. AkhileshChaturvedi	(DIN 00989785)	Mr. Dharmesh Chaturvedi	(DIN 00989831)	Mr. PareshChaturvedi	(DIN 00989858)		
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Mr. PareshChaturvedi	(DIN 00989858)								
95.	The Directors need not hold any “Qualification Share(s)”.								
96.	<p>Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:</p> <p>He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.</p> <p>Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.</p>								
97.	<p>i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—</p> <p>a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>b) in connection with the business of the company.</p>								
98.	The Board may pay all expenses incurred in getting up and registering the company								
99.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.								
100.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.								
101.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.								
102.	<p>i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p> <p>ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the</p>								



	Company as a director at that meeting subject to the provisions of the Act.	
102.	Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.	Retirement and Rotation of Directors
103.	The remaining Directors shall be appointed in accordance with the provisions of the Act	
104.	At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.	
105.	Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.	
106.	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.	
107.	Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.	
108.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	Nominee Director
109.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.	
110.	The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.	
111.	The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses	



	<p>to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.</p> <p>Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.</p>	
112.	Provided also that in the event of the Nominee Directors being appointed as Wholtime Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.	
113.	The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.	Removal of Directors
114.	Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.	
115.	On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.	
116.	<p>Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,</p> <ol style="list-style-type: none"> in any notice of the resolution given to members of the Company state the fact of the representations having been made, and send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting: <p>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.</p> 	
117.	A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.	
118.	A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.	
119.	If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy	



	in accordance with the provisions of this Act: Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors	
120.	Nothing in this section shall be taken- as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or as derogating from any power to remove a director under other provisions of this Act.	
121.	Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company. In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them. a) In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or b) In connection with the business of the Company.	Remuneration and sitting fees to Directors including Managing and whole time Directors
122.	Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lakh) as may be fixed by Directors from time to time for every meeting of the Board of Directors and / or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.	
123.	i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board. a) The power to make calls on shareholders in respect of money unpaid on their shares; b) The Power to authorize buy-back of securities under Section 68 of the Act. c) Power to issue securities, including debenture, whether in or outside India d) The power to borrow moneys e) The power to invest the funds of the Company, f) Power to Grant loans or give guarantee or provide security in respect of loans g) Power to approve financial statements and the Board's Report h) Power to diversify the business of the Company i) Power to approve amalgamation, merger or reconstruction j) Power to take over a Company or acquire a controlling or substantial stake in another Company k) Powers to make political contributions; l) Powers to appoint or remove key managerial personnel (KMP); m) Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel; n) Powers to appoint internal auditors and secretarial auditor; o) Powers to take note of the disclosure of director's interest and shareholding; p) Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital	Powers and duties of Directors: Certain powers to be exercised by the Board only at meeting



	<p>and free reserves of the investee Company;</p> <p>q) Powers to invite or accept or renew public deposits and related matters;</p> <p>r) Powers to review or change the terms and conditions of public deposit;</p> <p>s) Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.</p> <p>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.</p> <p>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.</p> <p>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.</p> <p>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.</p>	
124.	<p>i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:</p> <p>a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;</p> <p>b) remit, or give time for the repayment of any debt, due by a Director;</p> <p>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or</p> <p>e) contribute to bona fide charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately preceding.</p> <p>ii. Nothing contained in sub-clause (a) above shall affect:</p> <p>a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or</p> <p>b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.</p> <p>iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to</p>	Restriction on powers of Board



	<p>authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.</p> <p>iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.</p> <p>Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.</p>	
125.	<p>Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.</p>	General powers of the Company vested in Directors
126.	<p>Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:</p> <ol style="list-style-type: none"> to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013; to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory; to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory; to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged; To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company; 	Specific powers given to Directors



vi.	To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;	
vii.	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 building, 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;	
viii.	Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;	
ix.	To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;	
x.	To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;	
xi.	To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;	
xii.	To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;	
xiii.	To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;	
xiv.	Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.	
xv.	Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.	
xvi.	To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or	



	<p>contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;</p> <p>xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;</p> <p>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.</p> <p>xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.</p> <p>xx. At any time and from time to time by power of attorney 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 Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.</p> <p>xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;</p>	
127.	<p>a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to</p>	<p>Managing Directors</p> <p>Power to appoint Managing or Whole-time Directors</p>



	<p>such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.</p> <p>b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.</p> <p>c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.</p>	
128.	<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>	Proceedings of the Board
129.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	
130.	<p>a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>	
131.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	
132.	The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	
133.	<p>a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</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 directors present may choose one of their number to be Chairperson of the meeting.</p>	
134.	<p>a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>	Delegation of Powers of Board to Committee
135.	<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>	
136.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	
137.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	



138.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held	
139.	<p>Subject to the provisions of the Act, —</p> <p>a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.</p>	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
140.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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.	
141.	<p>a) The Board shall provide for the safe custody of the seal.</p> <p>b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised 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>	The Seal
142.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Dividends and Reserve
143.	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.	
144.	<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 equalising 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, think 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>	
145.	<p>a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>c) 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>	
146.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or	



	otherwise in relation to the shares of the Company.	
147.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the to whom it is sent.</p>	
148.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	
149.	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.	
150.	No dividend shall bear interest against the Company. Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;	
151.	Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof. The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.	
152.	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	
153.	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	
154.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.</p>	Accounts
155.	<p>Minutes Books of General Meetings</p> <p>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;</p> <p>i. be kept at the registered office of the Company, and</p> <p>ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.</p> <p>Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.</p> <p>b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes</p>	Inspection of Statutory Documents of the Company



	referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof	
156.	<p>Register of charges:</p> <p>a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <p>a) by any member or creditor without any payment of fees; or</p> <p>b) by any other person on payment of such fees as may be prescribed,</p> <p>Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.</p>	
157.	<p>a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.</p> <p>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>	Audit
158.	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.</p>	Winding up
159.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under—	Indemnity
160.	(a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the	Secrecy



	<p>state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board 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.</p> <p>(b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.</p>	
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SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated September 27, 2018 between our Company and Hem Securities Limited as Lead Manager to the Issue.
2. Agreement dated March 26, 2018 executed between our Company and the Registrar to the Issue (Bigshare Service Pvt. Ltd.)
3. Banker to the Issue Agreement dated [●] among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated April 09, 2018 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated May 30, 2018 among NSDL, the Company and the Registrar to the Issue.

Material Documents

6. Certified copies of the Memorandum and Articles of Association of the Company as amended.
7. Certificate of Incorporation dated April 29, 1999 issued by the Registrar of Companies, Uttar Pradesh, Kanpur
8. Fresh Certificate of Incorporation dated September 20, 2018 issued by the Registrar of Companies Kanpur consequent upon Conversion of the Company to Public Company.
9. Copy of the Board Resolution dated September 21, 2018 authorizing the Issue and other related matters.
10. Copy of Shareholder's Resolution dated September 27, 2018 authorizing the Issue and other related matters.
11. Copies of Audited Financial Statements of our Company for the years ended March 31, 2018, 2017, 2016, 2015 & 2014.
12. Peer Review Auditors Report dated September 28, 2018 on Restated Financial Statements of our Company for the years ended March 31, 2018, 2017, 2016, 2015 & 2014.
13. Copy of the Statement of Tax Benefits dated September 26, 2018 from the Statutory Auditor.
14. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, as referred to, in their respective capacities.
15. Copy of Certificate from the Peer Review Auditors of our Company, M/s Mansaka Ravi & Associates, Chartered Accountant dated September 28, 2018 regarding the Eligibility of the Issue.
16. Board Resolution dated September 28, 2018 for approval of Draft Prospectus, dated [●] for approval of Prospectus
17. Due Diligence Certificate from Lead Manager dated September 28, 2018.
18. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the SME Platform of the NSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We, the person/persons mentioned herein below, as Directors or otherwise, as mentioned, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Draft Prospectus. No statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS, CFO AND CS OF OUR COMPANY

Sd/- <hr/> Mr. Akhilesh Chaturvedi <i>Chairman & Whole Time Director</i> DIN: 00989785	Sd/- <hr/> Mr. Dharmesh Chaturvedi <i>Managing Director</i> DIN: 00989831
Sd/- <hr/> Mr. Paresh Chaturvedi <i>Whole Time Director and CFO</i> DIN: 00989858	Sd/- <hr/> Ms. Srishti Chaturvedi <i>Non Executive Director</i> DIN: 08225434
Sd/- <hr/> Mr. Janardan Prasad Pandey <i>Non Executive Director</i> DIN: 06523687	Sd/- <hr/> Mr. Vijay Purwar <i>Independent Director</i> DIN: 08111322
Sd/- <hr/> Mr. Manoj Kumar Agarwal <i>Independent Director</i> DIN: 08172948	Sd/- <hr/> Ms. Rosy Kanaujia <i>Company Secretary & Compliance Officer</i> PAN: EYKPK1998F

Place: Kanpur

Date: 28-09-2018