



KRANTI INDUSTRIES LIMITED

Corporate Identity Number: -U29299PN1995PLC095016

Our Company was incorporated on December 5, 1995, as “*Kranti Precision Tools Private Limited*” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bombay bearing Registration Number 095016. We subsequently changed the name of our Company from “*Kranti Precision Tools Private Limited*” to “*Kranti Industries Private Limited*” pursuant to shareholders resolutions passed at the Extra Ordinary General Meeting held on February 8, 2002. A fresh Certificate of Incorporation consequent upon name change was granted to our Company on March 11, 2002 by the Registrar of Companies, Pune. Subsequently, our Company was converted into public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2015 and the name of our Company was changed to “*Kranti Industries Limited*” vide a fresh Certificate of Incorporation dated August 17, 2015 issued by the Registrar of Companies, Pune. For further details, please refer to the section titled “*History and Certain Corporate Matters*” on page no. 129 of this Draft Prospectus.

Registered Office: Gat No.267/B/1, Post Pirangut, Tal. Mulshi, Pune- 412 115, Maharashtra, India.

Tel: +91-20-6675 5676, Fax: +91-20-6675 5676

Contact Person: Mrs. Bhakti Hosalkar - Patel, Company Secretary and Compliance Officer

Email: cs@krantiindustries.com Website: www.krantiindustries.com

PROMOTERS OF OUR COMPANY: MRS. INDUBALA SUBHASH VORA, MR. SACHIN SUBHASH VORA AND MR. SUMIT SUBHASH VORA

THE ISSUE

PUBLIC ISSUE OF 25,90,000 EQUITY SHARES OF FACE VALUE OF RS.10.00 EACH OF KRANTI INDUSTRIES LIMITED (“OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF RS. 12.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 2.00 PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO RS. 310.80 LACS (HEREINAFTER REFERRED TO AS “THE ISSUE”), OF WHICH 1,30,000 EQUITY SHARES OF FACE VALUE RS.10.00 EACH AT A PRICE OF RS. 12.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 2.00 PER EQUITY SHARE) AGGREGATING TO RS. 15.60 LACS SHALL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (“THE MARKET MAKERS RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 24,60,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN ISSUE PRICE OF RS. 12.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 2.00 PER EQUITY SHARE) AGGREGATING TO RS. 295.20 LACS (“HEREINAFTER REFERRED TO AS THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.87% AND 25.52% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLE “TERMS OF THE ISSUE” BEGINNING ON PAGE NO. 312 OF THIS DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10.00 PER EQUITY SHARE AND THE ISSUE PRICE IS RS. 12.00. THE ISSUE PRICE IS 1.2 TIMES OF THE FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME. 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) REGULATION 2009, AS AMENDED FROM TIME TO TIME. FOR FURTHER DETAILS, SEE SECTION TITLED “ISSUE PROCEDURE” BEGINNING ON PAGE NO. 320 OF THIS DRAFT PROSPECTUS.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential Investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For further details, please refer to section titled “*Issue Procedure*” beginning on page no. 320 of this Draft Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled “*Issue Procedure*” beginning on page no. 320 of this Draft Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10.00 per Equity Share and the Issue Price is 1.2 times the face value. The Issue Price (as determined and justified by the Company, in consultation with the Lead Manager, as stated under the paragraph on “*Basis for Issue Price*” on page no. 84 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 the 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 the Issuer 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 no.17 of this Draft Prospectus.**

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the 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 BSE. In terms of Chapter XB of SEBI (ICDR) Regulations, 2009 as amended from time to time, we are not required to obtain any in-principle listing approval for our Equity Shares being offered in this Issue. However, our Company has received an in-principle approval letter dated [•] from BSE for using its name in this Offer Document for listing our shares on the SME Platform of BSE. For purposes of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

LEAD MANAGER



HEM SECURITIES LIMITED
14/15, Khatau Bldg., 1st Floor, 40, Bank Street,
Fort, Mumbai – 400 001
Tel: +91 (22) 49060000
Fax: +91 (22) 2262 5991
Email: ib@hemonline.com
Investor Grievance Email: redressal@hemonline.com
Website: www.hemonline.com
Contact Person: Ms. Payal Mundra
SEBI Reg. No: INM000010981

REGISTRAR TO THE ISSUE



SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road,
Andheri (East), Mumbai-400 072, Maharashtra, India
Tel: +91 -22 - 2851 5606/44
Fax: +91 -22 - 2851 2885
Email: sharexindia@vsnl.com
Investor Grievance Email: investor@sharexindia.com
Website: www.sharexindia.com
Contact Person: Mr. K.C. Ajitkumar
SEBI Reg. No: INR000002102

ISSUE PROGRAMME

ISSUE OPENS ON [•]

ISSUE CLOSES ON [•]

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates /requires /implies, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

GENERAL TERMS

Term	Description
"Kranti Industries Limited", "KIL", "Kranti", "Kranti Industries ", "We" or "us" or "our Company" or "the Issuer" or "the Company"	Unless the context otherwise requires, refers to Kranti Industries Limited, a Company incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Bombay.
"Our Subsidiary" or "WPPL"	Wonder Precision Pvt Ltd, a subsidiary of our Company. For details of our Subsidiary, see section entitled " <i>Our Subsidiary</i> " on page 157 of this Draft Prospectus.

COMPANY RELATED TERMS

Term	Description
AOA/ Articles / Articles of Association	Articles of Association of Kranti Industries Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the " <i>SEBI Listing Regulations</i> ").
Banker to our Company	HDFC Bank Limited as disclosed in the chapter titled " <i>General Information</i> " on page 50 of this Draft Prospectus
Board of Directors/ the Board / our Board	The Board of Directors of Kranti Industries Limited, including all duly constituted Committee(s) thereof.
Companies Act / Act	The Companies Act, 2013 and amendments thereto and The Companies Act, 1956, to the extent applicable.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company Mrs. Bhakti Hosalkar Patel
DIN	Directors Identification Number.
Director(s)	Director(s) of Kranti Industries Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of Rs.10.00 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Whole Time Directors of our Company
Group Companies	The word "group companies", wherever they 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 as disclosed in " <i>Our Promoter Group and Group Companies / Entities</i> " promoted by the Promoters on page 152 of this Draft Prospectus,
ISIN	International Securities Identification Number. In this case being INE911T01010
Key Management Personnel	Key management personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled " <i>Our Management</i> " on page

Term	Description
	134 of this Draft Prospectus,
MOA / Memorandum of Association	Memorandum of Association of Kranti Industries Limited, as amended till date
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s SPJV& Co., Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter/Promoters	Shall mean promoters of our Company i.e. Mrs. Indubala Subhash Vora, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations as enlisted in the section titled " Our Promoter Group and Group Companies / Entities " beginning on page 152 of this Draft Prospectus.
Registered Office of our Company	The Registered Office of our Company is situated at Gat No.267/B/1, Post:- Pirangut, Tal. Mulshi, Pune – 412 115, Maharashtra, India.
RoC / Registrar of Companies, Pune	The Registrar of Companies, Pune, is situated at Registrar of Companies, PMT Building, Pune Stock Exchange, 3 rd Floor, Deccan Gymkhana, Pune – 411004, Maharashtra, India.
Restated Standalone Financial Information	The restated audited standalone financial information of the Company, which comprises of the restated audited standalone balance sheet, the restated audited standalone profit and loss information and restated audited standalone cash flow information, as at and for the years ended March 31, 2011, 2012, 2013, 2014, 2015 and as at and for the 7 month period ended October 31, 2015, together with the annexures and notes thereto
Restated Consolidated Financial Information	The restated audited consolidated financial information of the Company, along with its subsidiary, which comprises of the restated audited consolidated balance sheet, the restated audited consolidated profit and loss information and the restated audited consolidated cash flow information, as at and for the financial years ended March 31, 2014, 2015 and as at and for the 7 month period ended October 31, 2015, together with the annexures and notes thereto
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and the Restated Standalone Financial Information
Shareholders	Shareholders of our Company from time to time
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Statutory Auditor(s)/ Auditor	The statutory auditor of our Company being M/s. Rajasatyen & Associates, Chartered Accountants

ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, issue/allotment of Equity Shares of our Company pursuant to the Issue of Equity Shares to the successful Applicants.
Allocation/ Allotment of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants.

Term	Description
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)	A Successful applicant (s) to whom the Equity Shares are being/ have been issued /allotted.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of this Draft Prospectus.
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this 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 Blocked 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. <i>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 process.</i>
ASBA Account	Account maintained by an ASBA applicant with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant.
ASBA Application Location (s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Bangalore, Hyderabad and Pune.
Basis of Allotment	The basis on which the Equity Shares will be allotted as described in the section titled "Issue Procedure - Basis of Allotment" beginning on page 349 of this Draft Prospectus.
Banker 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 [●]
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 centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link:- http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3
BSE	BSE Limited (the Designated Stock Exchange).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.

Term	Description
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
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/3/0/0/Recognised-Intermediaries 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 website of the Stock Exchange i.e. www.bseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
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.
Draft Prospectus	This Draft Prospectus dated January 25, 2016 issued in accordance with Section 32 of the Companies Act, 2013.
Designated Market Maker	Hem Securities Limited
Designated Stock Exchange	SME Exchange of BSE Limited
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation whom this Draft Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof
Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar, the Banker of the Issue
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23 rd October, 2013, notified by SEBI read with 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 process.
Issue Closing Date	[●]
Issue Opening Date	[●]
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.
Issue Price	The price at which Equity Shares will be issued and allotted by our Company being Rs.12.00 per Equity Share of face value of Rs.10.00 each fully paid.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please

Term	Description
	refer chapter title <i>"Objects of the Issue"</i> page no. 74 of this Draft Prospectus
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 25,90,000 equity shares of face value Rs. 10.00 each of Kranti Industries Limited for cash at a price of Rs. 12.00 per Equity Share (the <i>"Issue Price"</i>), including a share premium of Rs.2.00 per equity share aggregating up to Rs. 310.80 Lakhs.
LM / Lead Manager	The Lead Manager for the Issue being Hem Securities Limited.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Hem Securities Limited (Registration No. SMEMM0024801022013) is the sole Market Maker to the Issue.
Market Making Agreement	The Market Making Agreement dated December 03, 2015 between our Company and Market Maker (HSL).
Market Maker Reservation Portion	The reserved portion of 1, 30,000 Equity Shares of Rs.10.00 each at an Issue Price of Rs.12.00each to be subscribed by Market Maker.
MOU/ Issue Agreement	The Memorandum of Understanding dated December 03, 2015 between our Company and the Lead Manager.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 24,60,000 equity shares of face value Rs. 10.00 each of Kranti Industries Limited for cash at a price of Rs.12.00 per Equity Share (the <i>"Issue Price"</i>), including a share premium of Rs.2.00 per equity share aggregating up to Rs. 295.20 Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than Rs. 2,00,000/- (but not including NRIs other than Eligible NRIs)
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue [●]. under section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund, Alternative Investment Fund and Foreign Venture Capital investor registered with the Board, a foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a

Term	Description
	scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance Company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to this Issue/RTI	Registrar to the Issue being Sharex Dynamic (India) Private Limited
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
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 in any of their Application Forms or any previous Revision Form(s)
Retail Individual Investors/RIIs	Individual Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2 Lakhs in this Issue.
Self Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
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.
SME Exchange	SME Platform of the BSE Limited
SME Platform	The SME Platform of BSE for listing equity shares offered under Chapter XB of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange.
Stock Exchange	BSE Limited (SME Platform)
Underwriters	Hem Securities Limited
Underwriting Agreement	The Agreement dated December 03, 2015 entered into amongst the Underwriters and our Company.
Working Days	Any day, other than 2 nd and 4 th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue opening and Issue closing date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
ACMA	Automotive Component Manufacturers Association
AMP	Automotive Mission Plan
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
ASEAN	Association of South East Asian Nation
BMW's	Bayerische Motoren Werke AG's
CV	Commercial Vehicle
CAGR	Compound Annual Growth Rate
CII	Confederation of Indian Industry
CMM	Coordinate Measuring Machine
CNC	Computer Numerical Control
CPI	Consumer Price Index
DG	Diesel Generator
DIPP	Department of Industrial Policy and Promotion
EU	European Union
F.Y.	Financial Year
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
FTAs	Free Trade Agreements
GDC	Gravity Die Casting
GDP	Gross Domestic Product
GEP	Global Economic Prospects
HHI	Hyundai Heavy Industries
HMC	Horizontal Machining Center
(I)	India
IESA	India Electronics and Semiconductor Association
IIP	Index of Industrial Production
IMF	International Monetary Fund
INR	Indian Rupees
IT	Information Technology
KVA	Kilo Volt Ampere
KWH	Kilo Watt Hours
Liters/ Hr.	Liters per Hour
LNG	Liquefied Natural Gas
M&A	Mergers and Acquisitions
M&HCV	Medium and Heavy Commercial Vehicles
Max	Maximum
Min	Minutes
Min	Minimum
MM	Milimeter
MoU	Memorandum of Understanding
MRF	Madras Rubber Factory
MIDC	Maharashtra Industrial Development Corporation

Kranti Industries Limited

Term	Description
M/S	Messers
MSEDCL	Maharashtra State Electricity Distribution Board Ltd
MSMEs	Micro, Small and Medium Enterprises
MUVs	Multi-Utility Vehicles
MW	Mega Watt
NATRIPs	National Automotive Testing and R&D Infrastructure Projects
OEMs	Original Equipment Manufacturers
Pcs	Pieces
PDC	Pressure Die Casting
PV	Passenger Vehicle
R&D	Research & Development
RBI	Reserve Bank of India
SCK	Smart City Kochi
SIA	Security Industry Authority
SG Iron	Spheroidal Graphite Iron
Unit I	Area admeasuring 4,100 Sq. mtr. At Gat No.267/B/1, Post:- Pirangut, Tal. Mulshi, Pune – 412115, Maharashtra, India.
Unit II	2,730 Sq. mtr. Gat No.267/B/1, Post: - Pirangut, Tal. Mulshi, Pune – 412115, Maharashtra, India.
UNWESAP	United Nations World Economic Situation and Prospects
USD	United States Dollar
VMC	Vertical Machining Centers
VTL	Vertical Lathe
WEO	World Economic Outlook
WPI	Wholesale Price Index
2W	Two Wheeler

CONVENTIONAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/ Accounting Standard	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y./ AY	Assessment Year
ASBA	Application Supported by Blocked Amount
B.Com	Bachelor of Commerce
Bn/ bn	Billion
BG/ LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
B.Sc.	Bachelor of Science
BSE	BSE Limited
C.A.	Chartered Accountant
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Rate = $(\text{ending value}/\text{starting value})^{(1/\text{number of years})} - 1$
Category I Foreign Portfolio	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI

Term	Description
Investors	Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CLB	Company law Board
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections Along with the relevant rules made thereunder
CS	Company Secretary
CSR	Corporate Social Responsibility
CST	Central Sales Tax
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP / Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant’s Identification Number
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
ECS	Electronic Clearing System
EGM / EOGM	Extraordinary General Meeting of the shareholders
EPFA/ PF	The Employees’ Provident Funds and Miscellaneous Provisions Act,1952
EPS	Earnings Per Share
ESIC	Employee’s State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DIPP under D/o IPP F. No. 5(1)/2015-FC-1 dated May 12, 2015, effective from May 12, 2015
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder and amendments thereto
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.

Term	Description
FIPB	Foreign Investment Promotion Board Ministry of Finance, Government of India
Financial Year/ Fiscal/ Fiscal Year/ F.Y.	The period of twelve (12) months ended on March 31 of that particular year.
FI's	Financial Institutions
FIR	First Information Report
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
FTP	Foreign Trade Policy, 2009
FV	Face Value
FVCI	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/Government	Government of India
HUF	Hindu Undivided Family
HNI	High Networth Individual
HSL	Hem Securities Limited
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended from time to time.
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offer
ISO	International Organisation for Standardization
IST	Indian Standard Time
IRDA	Insurance Regulatory and Development Authority
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise.
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MCA	Ministry of Corporate Affairs
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India

Term	Description
MoU	Memorandum of Understanding
N.A./ N/A	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
Notified Sections	The sections of the Companies Act, 2013 that were notified by the Ministry of Corporate Affairs, Government of India
NBFC	Non- Banking Finance Company
No./ Nos	Number/ Numbers
NoC	No Objection Certificate
NI Act	Negotiable Instruments Act, 1881
NOC	No Objection Certificate
NR	Non-resident
Non Resident	A person resident outside India, as defined under FEMA Regulations, 2000 and includes a Non-Resident Indian, FIIs and FPIs
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	Per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PCB	Pollution Control Board
P/E Ratio	Price/Earnings Ratio
PIO	Persons of Indian Origin
Pvt.	Private
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
R & D	Research and Development
Registration Act	Registration Act, 1908
ROE	Return on Equity
RoC	Registrar of Companies
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
₹/ Rs./ Rupees/ INR	Indian Rupees, the official currency of the Republic of India
Rule 144A	Rule 144A under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts Regulations Rules, 1957
SCSB	Self Certified Syndicate Bank

Term	Description
SEBI/ SEBI Act	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Securities Act	U.S. Securities Act, 1933
SEZ	Special Economic Zone
SEZ Board	The Board of Approval set up under the SEZ Act
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprises
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Stub Period	In this case stub period is April 1, 2015 to October 31,2015
Mtrs	Meters
Sq.	Square
Sq. Mtr.	Square Meter
S.K. Vora HUF	Subhash Kundanmal Vora HUF
V.K. Vora HUF	Vijay Kundanmal Vora HUF
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
UIN	Unique Identification Number
UOI	Union of India
UK	United Kingdom
U.S.A. / United States / US / U.S.	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value added tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
WDV	Written Down Value

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Term	Description
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year on Year
Year/ Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31
()	Represents the negative figures ()

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in the sections “*Statement of Tax Benefits*”, “*Financial Statements*” and “*Main Provisions of Articles of Association*” on pages 87, 160 and 358, respectively, shall have the meaning given to such terms in such sections.

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

Certain Conventions

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

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “KIL”, “Kranty”, “Kranty Industries”, unless the context otherwise indicates or implies, refers to Kranti Industries Limited. In this Draft Prospectus, unless the context otherwise requires and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, the financial data included in this Draft Prospectus is derived from our financial statements prepared and restated for the financial year ended 2011 2012, 2013, 2014, 2015 and for the period ended April 01, 2015 to October 31, 2015 prepared in accordance with the applicable provisions of Indian GAAP, Accounting Standards, the Companies Act, as stated in the reports of our Peer Auditors and SEBI (ICDR) Regulations, 2009 included under Section titled “**Financial Information of the Company**” beginning on page 160 of this Draft Prospectus. Our Company has one subsidiary namely Wonder Precision Pvt. Ltd and accordingly, the financial information relating to us is presented on a Standalone and consolidated basis.

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

There are significant differences between Indian GAAP, U.S. 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 Factor**”, “**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 Statements**” beginning on page 160 of this Draft Prospectus.

For additional definitions used in this Draft Prospectus, see the section “**Definitions and Abbreviations**” on page 1 of this Draft Prospectus. In the section titled “**Main Provisions of Articles of Association**” on page 358 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout this Draft Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in this Draft Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

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

In accordance with the SEBI (ICDR) Regulations, the section titled ***"Basis for Issue Price"*** on page 84 of this Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***"Industry Overview"*** throughout this Draft Prospectus all figures have been expressed in Lakhs/Lacs, Million and Crores.

All reference to "million"/ "Million"/ "Mn" refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'lacs/ lakhs/ lac' means 'one hundred thousand' and 'Crore' means 'ten million' and 'billion/ bn./ Billions means 'one hundred crores'.

All references to "US\$", "\$", "U.S. Dollar", "USD" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America.

This Draft Prospectus contains 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.

FORWARD LOOKING STATEMENTS

This Draft Prospectus includes certain “forward-looking statements”. We have included statements in this 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”.

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. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our exposure to risks associated with fluctuations in foreign exchange rates;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of the products of our customers or defects in our customers’ products;
6. Realization of Contingent Liabilities, if any;
7. Any disruption in labour industry or strikes by our workforce may affect the production capability;
8. Increased competition in industries/sector in which we operate;
9. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
10. Changes in laws and regulations relating to the Sectors in which we operate;
11. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
12. Any adverse outcome in the legal proceedings in which we are involved;
13. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
14. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
15. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

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 17, 112 & 276 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Prospectus. Neither 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 financial risk. You should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial statements of our Company prepared in accordance with Indian GAAP and Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.

Materiality

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

- 1) *Some events may not be material individually but may be found material collectively.*
- 2) *Some events may have material impact qualitatively instead of quantitatively.*
- 3) *Some events may not be material at present but may be having material impacts in future.*

INTERNAL RISKS

1. ***Our Company has been involved in certain legal proceedings/ received few show cause notices, which may have financial implication on the business of our Company***

Our Company is involved in a number of legal proceedings, which are classified under various legal heads, as under:

Sr. No.	Nature of Cases	No. of outstanding cases	Amount involved (in Lacs)
(I) Proceedings against the Company			
1.	Labour Related Cases	5	Not ascertainable
2.	Indirect Tax	1	Not ascertainable
(II) Proceedings by the Company			
3.	Labour cases	2	Not ascertainable

For further details, please see the section titled “***Outstanding Litigation and Material Developments***” on page 286 of this Draft Prospectus.

2. ***We have in the past experienced labour unrest and strikes in our factory. Any disruption in labour industry or strikes by our workforce may affect the production capability of our Company.***

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Our factory is located in Pirangut Pune and our manufacturing activities are labour intensive, and expose us to the risk of various labour related issues. In the year 2013, factory workers union in our factory went on strike for approximately 27 days and during such term, the operations at our factory were disturbed.

Further, our employees are part of trade unions. We have entered into memorandum of settlements with trade union, which is valid until March 31, 2016. The said agreements provides for the terms and conditions of employment including wages and allowance, increments and promotions, incentives, leave, bonus and discipline of the employees. The terms of settlement under this memorandum settlement impose certain obligations on us to provide benefits and perks to our employees, which exceed the statutory requirement imposed on us as employers. We cannot assure that such labour unrest, strikes or lock-outs may not occur in the future. Any stoppages in the operation of our factory in the future may have an adverse impact on the revenues and operations of our Company also we cannot assure you that the memorandum settlement would be renewed on such terms that are economically beneficial or favorable to our Company. Any such event, at our current facilities or at any new facilities that we may commission or acquire in the future, may adversely affect our ability to operate our business and serve our customers and impair our market reputation, which may adversely impact our business and financial condition.

3. Our products are being manufactured from our manufacturing facilities located in Pirangut, Pune Only

We manufacture our products from our manufacturing facilities in Pirangut, Pune, which substantially caters to our domestic demand. We have two manufacturing units adjacent to each other located at Gat No. 267/B/1, Post Pirangut, Pune, Maharashtra having a total area of approximately 4,100 square meters and 2,730 square meters respectively. Any disruption in the operations due to supply of power, fire outages or industrial accidents at this unit could hamper or delay our ability to continue production and servicing. Any disruption or suspension in the production process in this facility can significantly impact our ability to service customer needs and relation with our customers and have a material adverse effect on our business, revenues, reputation, results of operation and financial condition.

4. Our Company does not have any formal long-term arrangements with the suppliers and customers. Any significant variation in the supply & demand may adversely affect the operations and profitability of our Company

We do not have any formal long-term arrangements with our suppliers and customers which obliges them to maintain their business with us. Our ability to maintain close and satisfactory relationships with our suppliers & customers and to consistently provide processing services that meets customer's requirements is important to our business. However, we have entered into a long term purchase and supply agreement with one of our Customers namely New Holland Fiat (I) Pvt. Ltd which accounts for nearly 30% and 34 % of our sales in FY-2014-2015 and for the 7 months period ended October 31, 2015 respectively with respect to purchase of our products. This contract is valid up to September 9, 2016. At the end of the contract period, the same may be renewed for a further period of 3 years or as the parties may mutually decide. Although, till date our customer has not terminated the said agreement yet it cannot be assured that it will not be terminated. In the event, our customer terminates the existing contracts it may affect our Company's business, results of operations and revenues. Also, there is no assurance that the customers and suppliers will continue to supply raw materials to us and these customers will continue to purchase products from us. This could impact the financial performance of our Company and affect our financial condition.

5. We are dependent upon few customers for our business. Any reduction or interruption in the business of a key customer or a substantial decrease in orders placed by a key customer may have an adverse impact on the revenues and operations of our Company

Presently, we supply machined components to few automobile companies and our business is largely dependent on such companies. Our 10 largest customers accounted for about 98.00 % and 97.55% of our total revenue for the period ended October 31, 2015 and year ended March 31, 2015 respectively. Our major customers include John Deere India Pvt. Ltd, New Holland Fiat (I) Pvt. Ltd, Carraro India Pvt. Ltd, Meltwel Scrap Traders, Neosym Industry Limited (Sanaswadi), Meltwel Scrap Traders, Graziano Transmission India Pvt. Ltd, Brembo Brake India Pvt. Ltd, Mahindra & Mahindra Ltd. (Nagpur), Ata Impex Pvt. Ltd etc. We do not have any long term arrangements with all our customers (other than

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mentioned in Risk Factor No. 5) to purchase our products in the future, at the current prices or at all. The loss of a major customer and/or reduction in any of our key customers' sales, resulting in lower demand for our products and any material delay, cancellation or reduction of orders from any of our key customers would materially affect our business and financial condition. There is no assurance that we will be able to maintain historic levels of business from all the existing customers or to retain all the existing customers, or that we will be able to replace our customer base in a timely manner or at all. In the event our existing customers do not continue to purchase our products, it may affect our revenues and the financial condition of our Company.

6. Our financial condition could be affected if any of the customers of the Company does not honor the payment terms, makes any delay or default in the outstanding payments

Our Company derives a significant portion of income from a limited number of customers. The percentage of sales derived from our company's top 10 customers is 1557.88 and 3317.86 Lacs which are approximately 98.00% each respectively of our total sales for the year period October 31, 2015 and year ended March 31, 2015 respectively. Thus, we are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

7. We derive majority of our income from our customers within India. Therefore, factors that adversely affect the demand for our products in India may adversely affect our business

We have in the past derived and believe that we will continue to derive, a significant portion of our income from our customers within India. In addition, all of our employees are based in India. Consequently, factors that adversely affect the Indian economy or the demand for our products within India, may adversely affect our business and profitability.

8. Any shortage or non-availability of electricity may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition

Our manufacturing process requires a substantial amount of electricity and we depend mainly on state electricity supply for our power. While we have not been affected in the past by any major power interruptions, in the event there is disruption of power supply from the state electricity department, the same could result in an increase in the cost of power and disruption of our manufacturing process which may adversely affect our results of operations.

9. We are subject to strict quality requirements, customer inspections and audits, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and prospects

We specialize in manufacturing precision machined components for automotive & its ancillary industries based on technical specifications and designs provided by our customers. Given the nature of our products and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in precision machined components manufactured by our Company or failure to comply with the design specifications of our customers may, in turn, lead to the manufacture of faulty products by our OEM and other customers. This may lead to cancellation of supply orders or non-renewal of contracts by our customers. The use of our components, often under extreme conditions, carries an inherent risk of product liability claims arising from personal injury, death or property damage due to equipment failure, work accidents, fire or explosion, if our components are defective or are used incorrectly by our customers (or by their customers, who are the end-users).

Further, any failure to make timely deliveries of products as per our customers' requirements could result in cancellation or non-renewal of purchase orders. While we have put in place strict quality control procedures, we cannot assure you that our products will always be able to satisfy our customers' quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the design, engineering or specifications of the components. Any such failure to identify defects could require us to undertake service actions or component recalls. Any defect in our

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Company's components could also result in customer claims for damages. Any negative publicity regarding our Company, or our products could adversely affect our reputation, our operations and our results from operations.

10. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability

Presently, we primarily manufacture precision machined components for the automotive & and its ancillary industries. We intend to diversify and expand our business operations in accordance with the evolving needs of our customers and our industry. We cannot assure you that the transition of our manufacturing facilities and resources to fulfill production under new product programs will not impact production rates or other operational efficiency measures at our facilities. Further, we cannot assure you that we will succeed in effectively implementing the new technology required in manufacturing new products or that we will be able to recover our investments. Any failure in the development or implementation of our operations is likely to adversely affect our business, results of operations and cash flows.

Venturing into a new product line may require methods of operations and marketing and financial strategies, different from those currently employed in our Company. We cannot assure you that we will be able to successfully develop our new product lines. Further, we will be subject to the risks generally associated with new product introductions and applications, including unproven know-how, unreliable technology, inexperienced staff, delays in product development and possible defects in products.

11. Our success depends upon our Directors and the Key Managerial Personnel. Disassociation of our Directors or any failure to retain such key managerial personnel could have an adverse impact on our business, financial conditions and results of operations

We depend heavily on our Directors and the Key Managerial Personnel to implement our business strategy and carry out our operations. If our Directors disassociate or any of our key managerial personnel resign or discontinue their services and are not adequately replaced, our business operations and the implementation of our business strategy could be materially and adversely affected.

12. We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our financial condition.

We generally import machineries from foreign supplier. Since the cost of these machines is denominated in foreign currency, our inability to hedge foreign exchange risk could adversely affect our financial condition and operations. We currently do not enter into any hedging transactions and cannot assure you that we will be able to enter into any such hedging contracts or other financial arrangements on commercially reasonable terms, or that any of such agreements will protect us fully against our foreign currency risk. Any fluctuation in values of foreign currency may have an adverse effect on our business, prospects, financial condition and results of operations.

13. There can be a potential conflict of interest owing to common business objects between our Company and our Subsidiary Company.

Our Subsidiary i.e. Wonder Precision Private Limited, have some of the objects similar to that of our Company's business. Some of our directors are on the board of directors of our Subsidiary company and have equity interest or investments in our Subsidiary that may offer services that are related to our business. As a result, a conflict of interest may arise in addressing business opportunities and strategies and implementing new plans. Currently we do not have any non-compete agreement/arrangement with our Subsidiary.

14. Our operations will have significant raw material requirements, and we may not be able to ensure the availability of the raw materials at competitive prices, which may adversely affect results of our operations

The success of our operations will depend on, inter-alia, our ability to source raw materials at competitive prices. The principal raw materials used by us is ferrous as well as non-ferrous castings, in addition to this we also manufacture components from bars and forgings. We procure these castings from well-known suppliers in the industry and are approved

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by our customers. Change in cost and availability of such raw materials for any reason, including change in the approved suppliers, change in law or applicable governmental policies relating to imports, would adversely affect our business, financial condition, results of operations and prospects. Currently, we have not entered into any firm arrangement for purchase of our raw material. Historically, we have not encountered any problems in sourcing our raw materials. However, we cannot assure you about the same in future and that we may be unable to procure raw material in time or in the required quantities or may have to procure it at a higher price, which may adversely affect our results of operations and financial performance.

15. Our Company procures its raw materials from a selected few suppliers for its raw material requirements. Any disruption in supply of raw materials from these suppliers will adversely affect our operations

We are dependent on a few suppliers for our raw materials. In FY 2015, our top 10 suppliers accounted for about 89.00 % of our total purchase and in the 7 months period ended October 31, 2015 about 83.00% of our total purchase. Our major suppliers are Mahindra Cie Automotive Ltd., Kores (India) Ltd. Pefco Foundry Division, Neosym Industry Ltd, Ghatge Patil Industries Ltd, Ahmednagar Forgings Ltd., Kores (India) Ltd., S. Banjan & Co. India Pvt. Ltd., Metalyst Forgings Ltd., Laxmi Pumps Pvt. Ltd., Gokul Ferrocast Pvt. Ltd. etc. We do not have long term arrangements with any of our suppliers to purchase our raw materials in the future, at the current prices or at all. While we believe that we can find additional vendors to supply raw materials, any failure of our existing supplier to deliver these raw materials in the desired quantities or to adhere to delivery schedules or specified quality standards and technical specifications would adversely affect our production schedule and our ability to deliver orders on time and at the desired level of quality. This may have negative impact on our reputation, profitability and results of operations

16. Any slowdown in the automotive and its ancillary industries can impact our business, results of operations, financial condition and cash flows.

The products manufactured by our Company are majorly supplied to automotive and its ancillary industries. Thus, the performance of our Company is heavily dependent on the performance and market trends of automotive and its ancillary industries. For details of our Industry and products manufactured by us, please refer to the Section titled “***Industry Overview***” and “***Our Business***” on page 101 and 112 respectively of this Draft Prospectus. There exist a strong relationship between machine tool industry and automotive and its ancillary industries. Performance of automotive and its ancillary industries will affect the performance of machine tool industry which may affect our operation and may prove detrimental to our growth. Also, any economic slowdown in the automotive manufacturing and sales, both globally and in regions, in which we operate, may significantly affect our revenues and our growth prospects

17. The success of the components manufactured by us depends on the success of the end product of our customer. Reduction in sales of the products of our customer, or defects in our customers’ products which may be attributable to us, may adversely affect our business, financial condition, results of operations and prospects.

The success of our business depends on the success of the products of our customers, and the demand for our products is directly related to the production and sales of automotive & other industrial products manufactured by our customers. The production and sales volumes of our customers may be affected by a number of factors such as change in economic or industry conditions, change in regulatory requirements, government initiatives, products becoming obsolete or being phased out. Any decline in the demand for our customers’ products may adversely affect the sales of our components to our customers and in turn may adversely affect our business, financial condition, results of operations and prospects. Further, any defect in our customers’ products, which may be attributable to us, directly or indirectly, may also adversely affect our financial condition and prospects.

18. Our revenues and profits are dependent on several factors. Any adverse change in these factors or in combination of these factors may affect our business operations and the financial condition and consequently, our ability to pay dividends.

Our revenues and profits are dependent on several factors such as retaining our key managerial personnel, our complying with laws, managing costs and expenses, maintaining adequate inventory levels and general market conditions. Any adverse change in these factors or a combination of these factors may adversely affect our business operations and the financial condition. Further, our ability to pay dividends will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures, lender's approvals and other factors. Therefore, although, we have consistently maintained the profit levels and reserves, there can be no assurance that we shall have distributable funds or that we will declare dividends.

19. We are subject to various laws and regulations, including environmental and health and safety laws and regulations. Failure to obtain, renew or comply with necessary regulatory approvals and licenses may result in an adverse effect on our financial condition

Our business and operations are subject extensive government regulations, including in relation to the protection of the environment and occupational health and safety, and those governing the generation, transportation and disposal of, environmental pollutants or hazardous materials resulting from our manufacturing processes. For instance, we require approvals under the Water Act and the Air Act, in order to establish and operate our manufacturing facilities in India and industrial and manufacturing regulations of the Government of India. For more information, see “**Key Industry Regulations and Policies**” and “**Government and Other Approvals**” on pages 126 and 293, respectively of this Draft Prospectus.

In addition, we are subject to the terms and conditions stipulated under the approvals or licenses held by us, including the obligation to renew the approval or license at regular intervals. While we are not aware of any instances in the past where we have not complied with any such term or condition, we cannot assure you that we may not be subject to a non-compliance in the future which may lead to, amongst other things, suspension, cancellation, modification or revocation of our existing approvals or licenses. If we fail to obtain or comply with such laws and regulations, or the conditions of the licenses or approvals obtain by us, we could be subject to significant fines, penalties, costs, liabilities or restrictions on operations, which could negatively affect our financial condition. Environmental and occupational health and safety laws and regulations, and the interpretation and enforcement thereof, are subject to change and have tended to become stricter over time, in India and internationally. While we are not aware of any outstanding material claims or obligations, we may incur substantial costs, as a result of any violation of environmental or health and safety laws or non-compliance with permits required for our facilities, which, as a result, may have an adverse effect on our business and financial condition.

20. Our indebtedness and failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may adversely affect our ability to conduct our business and operations.

As on December 15, 2015, we have availed of Rs. 276.20 Lacs, Rs. 88.86 Lacs and Rs. 1188.67 Lacs as cash credit, bill discounting and term loan facilities respectively, from HDFC Bank Limited. The said loan has been secured, inter-alia, by way of mortgage of immovable property owned by our Company, our Promoter and personal guarantee of our Directors. In case we are not able to pay our dues in time, the same could adversely impact our operations. For more information regarding the unsecured loans, please refer the Section titled ***“Statement of Financial Indebtedness”*** beginning on page 270 of this Draft Prospectus. Further, in event of default on the debt obligations, the security or personal guarantees may be invoked thereby adversely affecting the ability of our Promoters and Directors to manage the affairs of our Company and consequently impact our business, prospects, financial condition and results of operations. Any failure to comply with any requirement or other condition or covenant under our financing agreements, may lead to a termination of our credit facilities, acceleration of all amounts due under the said credit facility and may adversely affect our ability to conduct our business and operations or implement our business plans. Further, the said credit facilities can be renewed/enhanced/cancelled/suspended/reduced and the terms and conditions of the same can be altered by the lender, at its discretion. In the event the lender refuses to renew/enhance the credit facilities and/or cancels/suspends/reduces the said credit facilities and/or alters the terms and conditions to the derogation of our Company, our existing operations as well as proposed expansion may be severely affected. Consequently, it would have a bearing on the financial condition of the Company.

21. Excessive dependence on the HDFC Bank Limited in respect of obtaining financial facilities.

Our major fund based and non-fund based financial assistance has been sanctioned by HDFC Bank Limited on the security of assets. The Company is dependent on HDFC Bank Limited for its working capital requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

22. We have entered into and may in the future enter into related party transactions

We have in the course of our business entered into, and will continue to enter into, transactions with related parties. Our Company has entered into several related party transactions with our related parties. For more information regarding our related party transactions, see ***“Related Party Transaction” in Annexure Y*** under the Section titled ***“Financial Information of the Company”*** beginning on page 160 of this Draft Prospectus. We cannot assure you that we will receive similar terms in our related party transactions in the future. While we believe that all of our related party transactions are in compliance with applicable law, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Further, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our reputation, cash flows, business, results of operations and financial condition

23. Our Company has unsecured loans, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations and financial condition of our Company

As on December 15, 2015, our Company has availed of unsecured loans aggregating to Rs.535.25 Lacs from our Promoters and relatives of promoters which are repayable on demand. We do not have formal agreement with our lenders. For more information regarding the unsecured loans, please refer the Section titled ***“Statement of Financial Indebtedness”*** beginning on page 270 of this Draft Prospectus. Any demand from the lenders for repayment of such unsecured loans may adversely affect the financial condition and result of operations of our Company.

24. Our Promoters have provided personal guarantees for a significant portion of our borrowings to secure certain of our loans.

Our Promoters have provided personal guarantees for a significant portion of our borrowings and borrowings made by our Subsidiary Company. If any of these guarantees are revoked or if such collateral is proved insufficient, lenders may require alternative guarantees or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If

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we are unable to procure alternative guarantees satisfactory to lenders, we may need to seek alternative sources of capital which may not be available to us at commercially reasonable terms or at all, or get compelled to agree to more onerous terms under such financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected.

25. We face competition from large established players and niche players as well.

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. We believe that our principal competitors are Precision Machine & Auto Components (P) Ltd. Victory Precisions Pvt. Ltd, Seinumero Engineers (Shindewadi), Yash Industries, Kuruli, Chakan etc.

26. Our Promoters and Promoter Group will continue to retain majority control over the Company after the Issue, which will allow them to influence the outcome of matters submitted to shareholders for approval.

Upon completion of the Issue, our Promoters and Promoter Group will own 73.13 % of the post-Issue Equity Share capital of the Company. As a result, the Promoters and Promoter Group will have the ability to exercise significant influence over all matters requiring shareholders' approval, including the election of directors and approval of significant corporate transactions. The Promoters and Promoter Group will also have an effective veto power with respect to any shareholder action or approval requiring a majority vote. Such concentration of ownership may also have the effect of delaying, preventing or deterring a change in control. For further details of Promoters' shareholding, please see section titled "**Capital Structure**" on page no. 56 of this Draft Prospectus.

27. Our Promoter and Directors have interests in the Company which may result in a conflict of interest, which may have an adverse effect on our business.

Our Promoters hold Equity Shares in our Company and are also directors of the Company and may be deemed to be interested to the extent of any remuneration, fees and dividend payable to them and other distributions in respect of the Equity Shares. Further, some of our Promoters have also given certain unsecured loans to the Company and is entitled to receive interest therefrom. For further details, please see the sections "**Our Management**", and "**Related Party Transaction**" in **Annexure Y** under the Section titled "**Financial Information of the Company**" respectively on page 134 and 160 of this Draft Prospectus.

28. Our revenues and profits are difficult to predict and can vary significantly from year on year, which may impact our ability to pay dividend and which could cause the price of our Equity Shares to fluctuate.

Our revenues are dependent on several factors such as, ability to attract fresh talent in the industry and general market conditions. For further details please see the section titled "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page no. 276 of this Draft Prospectus. The combination of these factors may result in significant variations in revenues and profits and as a result of the same year on year results may not be comparable and should not be relied upon as indicative of future performance. Any significant shortfall in revenue may have an adverse effect on our business, operating results and financial condition.

29. Our net cash flows from investing and financing activities have been negative in the past. Any negative cash flow in the future may affect our liquidity and financial condition.

Our cash flow from our investing activities and financing activities have been negative in the past. Details of our cash flows for the last three years and 7 months period ended October 31, 2015:

(Rs. in Lacs)

Particulars	For 7 months period ended October 31, 2015	For the year ended March 31 st		
		2015	2014	2013
Net Cash from Investing Activities	(208.06)	102.24	(422.25)	(197.55)
Net Cash used in Financing Activities	(241.83)	(500.41)	(603.78)	(266.23)

Any net negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

30. We may have certain Contingent Liabilities not provided for crystallization of any of these liabilities could affect our financials.



Our contingent liabilities as on the date of Standalone Restated Financial Statement not provided for as disclosed in our financial statements are detailed in the following table.

(Rs. in Lacs)

Particulars	Name of Statute	Nature of dues & dispute	Amount under dispute (Rs.)	Demand Raised (Rs.)	Date of Demand (Rs.)	Financial Year to which amount relates	Forum at which Dispute Pending
Income Tax Matters under dispute & under adjudication	Income Tax	TDS Defaults	0.73	0.73	Not Ascertainable	2012-2013, 2011-2012 & Prior Years	Income Tax CPC Department

For further details please refer the section titled “**Financial Information of the Company**” on page 160 of this Draft Prospectus.

31. Trademark of our logo is not registered and we are in the process of seeking registration of trademark of our logo. There is no assurance that this application shall result in us being granted registration in a timely manner. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations

Our corporate name and logo  has not been registered as a result of the same the use of the words “Kranti Industries Limited” in the corporate and trading names by any third parties may lead consumers to confuse them with our Company and if they experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill. However, we have in the process of making an application for the registration of the trademark of our logo . Further, since it is not registered we do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. Maintaining the reputation of our brands, corporate name, logo and the goodwill associated with these trademarks is critical to our success. Substantial erosion in the value of our brand names could have a material adverse effect on our business, financial condition, results of operations and prospects. For further details please refer to section titled “**Government and Other Approvals**” on page no. 293 of this Draft Prospectus.

32. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, revenue and ability to meet customer demand.

Our business involves manufacturing processes that can be potentially dangerous to our employees. An accident may result in loss of life, destruction of property or equipment, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities.

While we believe we may maintain adequate insurance, interruptions in production as a result of an accident may also increase our costs and reduce our revenue, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we or our senior management may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations and prospects. Any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations and prospects.

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

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

34. *Our insurance cover may be inadequate to fully protect us from all losses and may inturn adversely affect our financial condition*

We maintain such insurance coverage as we believe is adequate to cover the important assets of the Company. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. Further, with respect to the insurances maintained by us, we cannot assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our results of operations or cash flows may be affected.

35. *We might not be able to successfully implement our business strategies*

In order to achieve our goal of expanding our presence across the country and to capture additional market share, we are constantly evaluating the possibilities of expanding our presence. For further details, please see the Section titled “*Our Business*” on page no. 112 of this Draft Prospectus.

36. *Our Company has allotted Equity Shares during the preceding one year from the date of this Draft Prospectus which is lower than the Issue Price.*

In the last 12 months we have issued and allotted certain equity shares at a price lower than the Issue Price which is as follows:-

Bonus issue in the ratio of 1:2 dated September 06, 2015 issued 2,35,000 Equity shares face value Rs.100.00 per Equity Share for consideration other than cash.

The Equity Shares allotted to investors pursuant to this Issue is being priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. Further details of equity shares issued, please refer to the chapter titled “*Capital Structure*” beginning on page 56 of this Draft Prospectus.

37. *If more stringent labour laws or other industry standards in India become applicable to us, our profitability may be adversely affected.*

As a manufacturing company, we are subject to a number of stringent labour laws which protect the interests of workers, including in relation to dispute resolution, employee removal, pending payments and legislation that imposes financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions, recruitment and termination of employment, nondiscrimination, work permits and employee benefits.

Further, the Government has proposed various amendments to the labour law regime in India in the shape of the Factories (Amendment) Bill, 2014, the Child Labour (Prevention and Regulation) Amendment Bill, 2012, and the Small Factories (Regulation of Employment and Conditions of Services) Bill, 2014. The notification and subsequent implementation of

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these amendments may create uncertainty in the extant labour law regime in India, and may have an adverse impact on our business operations.

Further, stringent labour laws will ensure difficulty in maintaining flexible human resource policies, and working environment, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

38. Breakdown of machinery and/or equipment used for the purpose of manufacturing process

Any breakdown or defect in the machinery and/or the equipment used for the purpose of our manufacturing process may delay the production process as a whole and result in missing deadlines in delivery of product if we are able to repair the machines or replace it within relevant timelines. Any such delays may have an adverse affect on the business of the Company.

39. Some of our forms filed with the RoC are not traceable. We are unable to locate the corresponding filings made to the RoC.

Copies of certain prescribed forms physically filed with the RoC by our Company relating to allotment of Equity Shares of our Company are untraceable either in our Company's records or in the records of the RoC. While we believe that all such filings were made in a timely manner, we cannot assure you that relevant filings were made in relation to all our previous allotments in a timely manner or at all and that we shall not be subject to penalties on this account.

RISKS RELATING TO OBJECTS OF THE ISSUE**40. The requirement of funds in relation to the objects of the Issue has not been appraised includes utilisation for general corporate purposes and is based on management estimates. We may have to revise our management estimates from time to time and which may affect our funding requirements.**

We intend to use the net proceeds of the Issue for the purposes described in the section titled "*Objects of the Issue*" on page 74 of this Draft Prospectus. The objects of the Issue have not been appraised by any bank or financial institution. These estimates are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below and are based on management estimates. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change.

41. The deployment of funds to be raised from the present issue of shares is at our discretion and no independent agency has been appointed to monitor its deployment.

Deployment of funds proposed to be raised from the present issue of shares towards the objects of the Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds towards the object of the Issue will be monitored by our audit committee and our Company shall inform about material deviations in the utilization of issue proceeds, if any, to the stock exchanges and provide the details in the balance sheet about the same.

42. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute 23.79% of the Net Issue Proceed. As on date we have not identified the use of such funds.

Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute 23.79% of the Net Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act.

RISKS RELATING TO EQUITY SHARES

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

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

44. There is no existing market for our Equity Shares and we cannot assure you that such a market will develop. The stock price may be volatile, and you may be unable to resell your shares at or above the Issue price or at all.

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The Issue Price of the Equity Shares offered hereby may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to among other factors:

1. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our exposure to risks associated with fluctuations in foreign exchange rates;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of the products of our customers or defects in our customers' products;
6. Realization of Contingent Liabilities, if any;
7. Any disruption in labour industry or strikes by our workforce may affect the production capability;
8. Increased competition in industries/sector in which we operate;
9. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
10. Changes in laws and regulations relating to the Sectors in which we operate;
11. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
12. Any adverse outcome in the legal proceedings in which we are involved;
13. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
14. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
15. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

Even though a Market Maker has been appointed for our stock, since there has been no public market for our Company's Equity Shares, an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our Company's operating results, market conditions specific to the packaging sector in India, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world. The risk of loss associated with this characteristic may be greater for investors expecting to sell Equity Shares purchased in this Issue soon after the Issue.

45. 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.

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The Issue Price of our Equity Shares has been determined by the management and the lead managers on numerous factors 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 84 of this 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. Amongst the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Changes in economic, legal and regulatory factors (both domestic and international) unrelated to our performance such as global recession, imposition of trade / non-trade barriers and sanctions etc.

46. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

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

Capital gains arising from the sale of shares and debentures are generally taxable in India. Any gain realised on the sale of shares and debentures on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax, or STT, has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which shares or debentures are sold. Any gain realised on the sale of shares and/or held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realised on the sale of shares and/or debentures held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of shares and/or debentures will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares and/or debentures, as the case may be.

48. Any future issuance of Equity Shares may dilute the shareholding of the Investor and sales of our Equity Shares by our Promoter or other major shareholders and dilution in net tangible book value may adversely affect the trading price of Equity Shares.

Any future issuance of our Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital held by our Promoters and other shareholders will be locked-in for a period of 1 (one) year and 20% of our post-Issue paid-up capital held by our Promoter will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. For further information relating to such Equity Shares that will be locked-in, please refer to the sub-section titled “**Notes to the Capital Structure**” under the section titled “**Capital Structure**” beginning on page 56 of this Draft Prospectus.

EXTERNAL RISKS

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

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

- The GoI has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.
- Further, the General Anti Avoidance Rules (“GAAR”) are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to offer our products and services at discounted rates. This may affect our business and results of operations.

50. Our failure to successfully adopt IND (AS) may have an adverse effect on the price of the Equity Shares.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”). These “IFRS based/synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India may be required to prepare annual and interim financial statements under IND (AS) in accordance with the roadmap for the convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India (“MCA”), through the press note dated January 22, 2010. The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, the Finance Minister, during the Union Budget speech, 2014, proposed the adoption of IND (AS) by Indian companies from fiscal 2016 on a voluntary basis, and from fiscal 2017 on a mandatory basis. As per the MCA notification dated February 16, 2015, NBFC’s shall not be required to apply the IND (AS) for preparation of its financial statements either voluntarily or mandatorily.

Further, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IND (AS) as applied to our financial statements. In the event that our Company voluntarily decides to adopt IND (AS), there can be no assurance that the adoption of IND (AS) will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND (AS) may have an adverse effect on the trading price of the Equity Shares.

51. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects.

We are incorporated in India and all of our operations, assets and personnel are located in India. Consequently, our performance and the market price and liquidity of our Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The central government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our businesses, and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in central government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive central governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued. A significant change in the central government's policies, in particular, those relating to the banking and finance industry in India, could adversely affect our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

52. Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer

The developed economies of the world viz. U.S., Europe, Japan and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

53. Any downgrading of India's debt rating by an independent agency may harm our ability to raise debt financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

54. If communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy and our business

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighbouring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighbouring countries are particularly threatening because India and certain of its neighbours possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In

July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

55. *The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.*

The occurrence of natural disasters, including tsunamis, cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Pandemic disease, caused by a virus such as H5N1, the “avian flu” virus, the Ebola virus, or H1N1, the “swine flu” virus, could have a severe adverse effect on our business.
- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence

56. *Future sales of our Equity Shares may negatively affect our Equity Shares*

Future sales of substantial amounts of our Equity Shares in the public market, or even the potential for such sales, could adversely affect the price of our Equity Shares and could impair our ability to raise capital. All of the shares sold in this offering, will be freely tradable without restriction. The Equity Shares owned by our Promoters and other shareholders are subject to lock-in as detailed under the section titled "**Capital Structure**" beginning on page 56 of this Draft Prospectus. We cannot assure you that they will retain ownership of our Equity Shares after the lock-in period following this offering. Sales or distributions by our Promoters or other shareholders of substantial amounts of our Equity Shares in the public market could adversely affect prevailing market prices for our Equity Shares.

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

The Indian securities markets are relatively smaller than securities markets in more developed economies. Indian stock exchanges in the past have experienced substantial fluctuations in the prices of listed securities. These stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected.

58. *Currency exchange rate fluctuations may affect the value of the Equity Shares.*

The cross currency conversion rate has been volatile in recent years and it may fluctuate substantially in the future. Fluctuation of exchange rate between Indian rupee and other major currencies in the world may affect the value of your investment in our equity shares.

Prominent Notes:

1. Our Company was incorporated on December 5, 1995, as "**Kranti Precision Tools Private Limited**" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bombay bearing Registration Number 095016. We subsequently changed the name of our Company from "**Kranti Precision Tools Private Limited**" to "**Kranti Industries Private Limited**" pursuant to shareholders resolutions passed at the Extra Ordinary General Meeting held on February 8, 2002. A fresh Certificate of Incorporation consequent upon name change was granted to our Company on March 11, 2002 by the Registrar of Companies, Pune. Subsequently, our Company was converted into public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2015 and the name of our Company was changed to "**Kranti Industries Limited**" vide a fresh Certificate of

Incorporation dated August 17, 2015 issued by the Registrar of Companies, Pune. For further details, please refer to the section titled ***“History and Certain Corporate Matters”*** on page no. 129 of this Draft Prospectus.

2. Public Issue of 25,90,000 Equity Shares of Rs.10.00 each for cash at a price of Rs. 12.00 per Equity Share (including a share premium of Rs. 2.00 per Equity Share) for cash aggregating to Rs. 310.80 Lacs (***“Issue”***). The issue of Equity Shares will constitute 26.87% of the fully diluted post-issue Equity Share capital of our Company.
3. The investors may contact the LM for any complaint pertaining to the Issue.
4. This Issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2) (b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:
 - a) Minimum fifty percent to retail individual investors; and
 - b) Remaining to other than retail individual investors; and
 - 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.
5. The Net worth of our Company for 7 months period ended April 1, 2015 to October 31, 2015 and the year ended as on March 31, 2015 were 1257.37 Lakhs and 1306.08 Lakhs respectively. For more information, see the section titled ***“Financial Information of the Company”*** beginning on page 160 of this Draft Prospectus.
6. The NAV / Book Value per Equity Share, based on Restated Financials of our Company for 7 months period ended April 1, 2015 to October 31, 2015 and the year ended as on March 31, 2015 Rs.17.83, 27.79 per share respectively. For more information, see the section titled ***“Financial Information of the Company”*** beginning on page 160 of this Draft Prospectus
7. The average cost of acquisition per Equity Share by our Promoters is as follows:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Mrs. Indubala Subhash Vora	16,86,700	2.36
2.	Mr. Sachin Subhash Vora	15,90,000	2.55
3.	Mr. Sumit Subhash Vora	15,30,030	2.53

*As certified by our Statutory Auditor vide their certificate dated November 30, 2015. For Further details, please refer to ***“Capital Structure”*** on page 56 of this Draft Prospectus.*

8. Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. For any clarification or information relating to the Issue, investors may contact the LM, who will be obliged to provide such clarification or information to the investors.
9. 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.
10. During the period of six months immediately preceding the date of filing of this Draft Prospectus with BSE, no financing arrangements existed whereby the Promoter Group, our Promoters, our Directors and their relatives may have financed the purchase of Equity Shares by any other person, other than in the normal course of the business of such financing entity.
11. For the details of related party transaction, please refer ***Related Party Transaction” in Annexure Y*** under the Section titled ***“Financial Information of the Company”*** on page 160 of this Draft Prospectus.

12. None of our Group Entities have any business or other interest in our Company, except as stated in section titled ***“Standalone Restated Financial Statements - Annexure Y - Statement of Related Parties Transactions, as Restated”*** on page 212 and ***“Our Promoters” “our Promoter Group Companies / Entities” “Our Subsidiary”*** on page 149, 152 and 157 of this Draft Prospectus and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
13. Our Company, Promoters, Directors, Promoter Group, Group entities 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.
14. 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”*** on page 134 chapter titled ***“Our Promoter Group and Group Companies / Entities”*** on page 152 and chapter titled ***“Financial Information of the Company”*** beginning on page 160 of this Draft Prospectus.
15. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details, please see ***“Financial Information of the Company”*** beginning on page 160 of this Draft Prospectus.
16. In the event of over-subscription, allotment shall be made as set out in paragraph titled ***“Basis of Allotment”*** beginning on page 349 of this Draft Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. BSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
17. No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, Key Managerial Personnel or Group Companies.
18. Trading in the Equity Shares for all investors shall be in dematerialised form only.
19. Investors are advised to see the paragraph titled ***“Basis for Issue Price”*** beginning on page 84 of this Draft Prospectus.

SUMMARY OF INDUSTRY

GLOBAL ECONOMIC OVERVIEW

Global growth declined in the first half of 2015, reflecting a further slowdown in emerging markets and a weaker recovery in advanced economies. It is now projected at 3.1 percent for 2015 as a whole, slightly lower than in 2014, and 0.2 percentage point below the forecasts in the July 2015 World Economic Outlook (WEO) Update. Prospects across the main countries and regions remain uneven. Relative to last year, growth in advanced economies is expected to pick up slightly, while it is projected to decline in emerging market and developing economies. With declining commodity prices, depreciating emerging market currencies, and increasing financial market volatility, downside risks to the outlook have risen, particularly for emerging market and developing economies. Global activity is projected to gather some pace in 2016. In advanced economies, the modest recovery that started in 2014 is projected to strengthen further. In emerging market and developing economies, the outlook is projected to improve in particular, growth in countries in economic distress in 2015 (including Brazil, Russia, and some countries in Latin America and in the Middle East), while remaining weak or negative, is projected to be higher next year, more than offsetting the expected gradual slowdown in China. [*\(Source:-IMF- World Economic Outlook Update October 2015\)*](#)

Advanced Economies

Growth in advanced economies in the first half of 2015 remained modest. For most emerging market economies, external conditions are becoming more difficult. Financial market volatility rose sharply during the summer, with declining commodity prices and downward pressure on many emerging market currencies. Capital inflows have slowed, and the liftoff of U.S. policy rates from the zero lower bound is likely to herald some further tightening of external financial conditions. And while the growth slowdown in China is so far broadly in line with forecasts, its cross-border repercussions appear larger than previously envisaged. This is reflected in weakening commodity prices (especially those for metals) and weak exports to China.

Growth has fallen short of forecasts over the past four years. A comparison of output growth for advanced economies for 2011–14 with the forecast in the April 2011 WEO shows an aggregate over prediction over the horizon of about 1 percentage point. However, the over prediction of employment growth (0.3 percentage point) is much lower. And for a range of economies—including Germany, Japan, Korea, and the United Kingdom— the over prediction of output growth has instead been associated with an under prediction of employment growth. In other words, labor productivity has fallen well short of predictions. Although the recently elevated “employment intensity” of growth has helped reduce unemployment in a number of countries, the low rate of output growth implies that unemployment is still high and that output gaps are sizable in a number of advanced economies. [*\(Source:-IMF- World Economic Outlook Update October 2015\)*](#)

Investments/developments

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. Some of them are as follows:

India has emerged as one of the strongest performers with respect to deals across the world in terms of mergers and acquisitions (M&A). M&A activity increased in 2014 with deals worth US\$ 38.1 billion being concluded, compared to US\$ 28.2 billion in 2013 and US\$ 35.4 billion in 2012. The total transaction value for the month of May 2015 was US\$ 3.3 billion involving a total of 115 transactions. In the M&A space, pharma continues to be the dominant sector amounting to 23 per cent of the total transaction value.

- ❖ India’s Index of Industrial Production (IIP) grew by 4.1 per cent in April 2015 compared to 2.5 per cent in March 2015. The growth was largely due to the boost in manufacturing growth, which was 5.1 per cent in April compared to 2.8 per cent in the previous month.
- ❖ India’s Consumer Price Index (CPI) inflation rate increased to 5.01 per cent in May 2015 compared to 4.87 per cent in the previous month. On the other hand, the Wholesale Price Index (WPI) inflation rate remained negative

at 2.36 per cent for the seventh consecutive month in May 2015 as against negative 2.65 per cent in the previous month, led by low crude oil prices.

- ❖ India's consumer confidence continues to remain highest globally for the fourth quarter in a row, riding on positive economic environment and lower inflation. According to Nielsen's findings, India's consumer confidence score in the first quarter of 2015 increased by one point from the previous quarter (Q4 of 2014). With a score of 130 in the first quarter (2015), India's consumer confidence score is up by nine points from the corresponding period of the previous year (Q1 of 2014) when it stood at 121.
- ❖ India's current account deficit reduced sharply to US\$ 1.3 billion (0.2 per cent of GDP) in the fourth quarter of 2015 compared to US\$ 8.3 billion (1.6 per cent of GDP) in the previous quarter, indicating a shrink in the current account deficit by 84.3 per cent quarter-on-quarter basis.
- ❖ India's foreign exchange reserve stood at a record high of US\$ 354.28 billion in the week up to June 12, 2015 – indicating an increase of US\$ 1.57 billion compared to previous week.
- ❖ Owing to increased investor confidence, net Foreign Direct Investment (FDI) inflows touched a record high of US\$ 34.9 billion in 2015 compared to US\$ 21.6 billion in the previous fiscal year, according to a Nomura report. The report indicated that the net FDI inflows reached to 1.7 per cent of the GDP in 2015 from 1.1 per cent in the previous fiscal year. (Source: - <http://www.ibef.org/economy/indian-economy-overview>)

Indian Automotive and Auto Component Industry

Introduction

The automotive industry in India is one of the main pillars of the economy. With strong backward and forward linkages, it is a key driver of growth. Liberalization and conscious policy interventions over the past few years created a vibrant, competitive market, and brought several new players, resulting in capacity expansion in automobile industry and generation of huge employment. (Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in)

The contribution of this sector to the National GDP rose from 2.77% in 1992-93 to about 7.1% now. It provides direct and indirect employment to over 19 million people. India is fast turning into a global automotive hub. The sector has displayed an uneven growth trajectory over the last few years, with a slow-down in 2007-08, then showing marginal recovery, both in terms of sales as well as in production next year that led to a dramatic increase of 25-27% in 2009-10 and 2010-13. However, for the last two financial years in continuation, the industry has gone into recession. Barring the scooter/two wheelers segment, each and every other vehicle segment showed negative growth in the year 2013-14, commercial vehicles being the most effected with 21%

growth in production and passenger vehicles showing a growth of 4.6% indicating reduced demand among the common people who would have aspired to buy a passenger car. Even commercial passenger carriers have shown negative growth in production to the tune of 19.86% directly impacting the growth of public transportation. After a capacity creation of ₹22 billion in 2011-12, the automotive industry is now suffering from excess capacity and suppressed demand leading to lay-offs. Some of the areas causing distress in the automotive sector are: slowdown in economic growth, high cost of vehicle finance, high interest rates, high fuel prices, high inflation and negative market sentiments, increase in the commodity prices, high customs duty on alloy steel, aluminium alloy and secondary aluminium alloy, high rate of service tax and excise duty, high and varied rate of road taxes in the states or low growth of export markets. (Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in)

Ministry of Heavy Industries and Public Enterprises has been consistently taking up the matter of providing some kind of stimulus package with prompt fiscal and other measures to put the industry back on track. As a result, in the interim budget for the year 2014-15, reduction in excise duty in case of cars, two wheelers and truck chassis was announced. Further, some other measures are urgently required to be taken, such as, removal of customs duty of raw materials such as steel or aluminium, revisit of CENVAT rules, review of import policy, duty draw back schemes, excise and customs rules, direct tax benefit to promote automotive R&D, and, above all, containing inflation and control of interest rates to make loans more affordable to the people. Immediate steps are required so that the Indian Auto Industry once again becomes the engine of growth of the Indian manufacturing sector. (Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in)

Kranti Industries Limited

The Indian auto industry is one of the largest in the world with an annual production of 23.37 million vehicles in Financial Year 2015, following a growth of 8.68% over the last year, while contributing to 7.1% of the country's gross domestic product.

An expanding middle class, a young population, and an increasing interest of the companies in exploring the rural markets have made the two wheelers segment (with 81% market share) the leader of the Indian automobile market. The overall passenger vehicle segment has 13% market share. India is also a substantial auto exporter, with solid export growth expectations for the near future. In Financial Year 2015, automobile exports grew by 5% over the last year. Various initiatives by the Government of India and the major automobile players in the Indian market is expected to make India a leader in the Two Wheeler and Four Wheeler market in the world by 2020. (Source: India Brand Equity Foundation, www.ibef.org)

AUTO- COMPONENT INDUSTRY

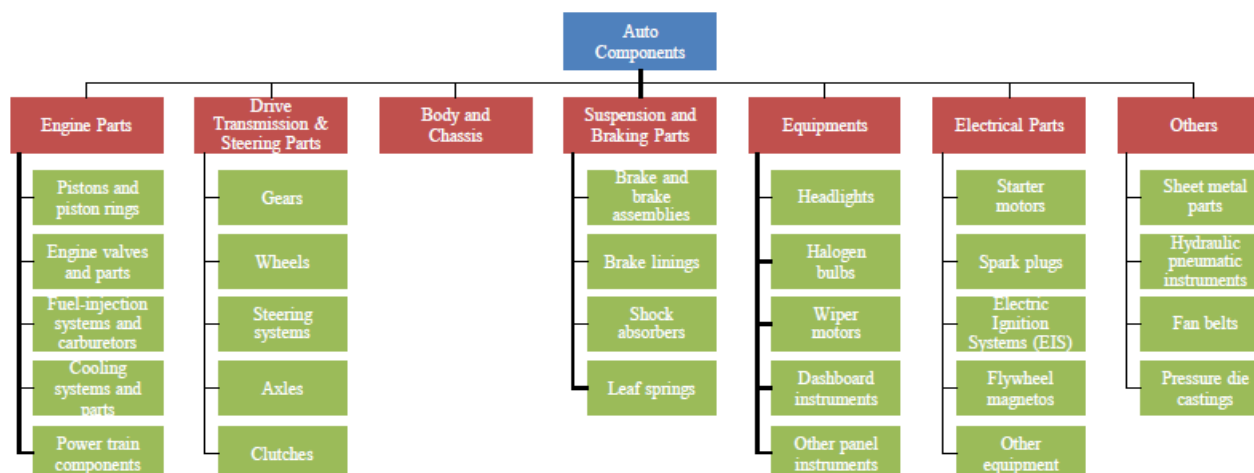
Introduction

India is becoming an emerging global hub for sourcing auto components. It is geographically closer to key automotive markets like the ASEAN, Japan, Korea and Europe and is the fourth largest producer of steel in the world and is slated to become the second largest steel producer by 2015. The cost of making steel is significantly lower than competitive nations. Several global Tier I suppliers have announced plans to increase procurement from their Indian subsidiaries.

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system.

The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favorable destination for investment. (Source:- <http://www.ibef.org/industry/autocomponents-india.aspx>)

The Indian auto Industry can be broadly divided into 6 major categories (as detailed in the chart below) each category requiring different level of technical and manufacturing capabilities which differ vastly, so does the industry landscape for each product category.



(Source: India Brand Equity Foundation, www.ibef.org)

For further detail please refer the section title “Industry Overview” on page 101 of this Draft Prospectus.

SUMMARY OF OUR BUSINESS

Our Company was incorporated in the year 1995. Our Company is in the business of manufacturing and supplying of precision machined components. We are into machining activity since incorporation and cater primarily to the Automotive Component and Non-Automotive (off Highway) Industry. We manufacture various components varying from 100 MM to 1200 MM in size. We manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

Over the years our Company has diversified its product portfolio and presently caters to various sectors by developing components for construction, automobile, commercial vehicle, pneumatic tool, wind mill, medical industry, etc. We have a diversified client base and are committed to continuing to diversify our product offerings, customer base and geographical footprint, thereby minimizing our exposure to individual geographies, industry sectors, customers including John Deere India Pvt. Ltd, New Holland Fiat (I) Pvt. Ltd, Carraro India Pvt. Ltd, Neosym Industry Limited (Sanaswadi), Graziano Transmission India Pvt. Ltd – Noida & Sanand, Atlas Castalloy Ltd, Mahindra & Mahindra Ltd – Nagpur & Kandivali, Brembo Brakes India Pvt. Ltd and ATA Impex Pvt. Ltd etc.

We have two manufacturing units adjacent to each other located at Gat No. 267/B/1, Post Pirangut, Pune, Maharashtra having a total area of approximately 4,100 square meters and 2,730 square meters respectively. As a result of our quality assurance efforts over the years, our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia.

Prior to the incorporation of the Company, our founder promoter Late Mr. Subhash Kundanmal Vora was conducting the business through the erstwhile partnership firm namely M/s Kranti Industries (**“the Firm”**). In the year 2001 our Company became a partner of the M/s Kranti Industries. Subsequently in the financial year 2002-2003, upon retirement of all the partners of the firm (save and except our Company), our Company took over the running business of the firm including all the assets and liabilities of the Firm as on March 31, 2002 and the said Firm was dissolved with effect from April 1, 2002.

Our Company initially catered to the tractor industry in the automotive sector with major dependency on very few customers. Further, with a view to expand our business and undertake additional orders, our Company acquired majority stake in **“Wonder Precision Private Limited”** in the year 2013 and became our subsidiary. Our Subsidiary is engaged in the business of machining of precision machined components primarily for Automotive Industry and is located at Plot No. J-63, Bhosari, MIDC, Pune, Maharashtra.

Our Competitive Strengths

We believe we have the following competitive strengths:

❖ *Quality standards and ISO certified organisation*

Significant revenue of our company is derived from the automotive industry. We have adopted stringent manufacturing practices to ensure that our manufacturing processes and facilities are compliant with global standards and certified accordingly. Our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. Our Subsidiary Company has also received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. We believe that ensuring global standard products will attract domestic and international customers to our Company.

❖ *Experienced and professional management team*

We believe that our qualified and professional management team provides us a competitive advantage and enables us to function effectively and efficiently. Our Promoters, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora have over a decade of experience in the machining industry. The Promoters are supported by our experienced and professional management team having extensive experience in finance, marketing, sales, product development, etc. Our management

Kranti Industries Limited

team brings focused abilities in product conceptualization to our business and we believe that their knowledge, global outlook and management ability would continue to contribute to our growth in future.

❖ Stable customer base

We cater to the machining requirements of reputed manufacturers and OEMs for end users in industries such as off-highway and automotive industries. Our five largest customers accounted for about 88% of our domestic total sales for period ended October 31, 2015. Our major customers include John Deere India P. Ltd. (Pune Works-Eou Unit), New Holland Fiat (I) Pvt. Ltd., Carraro India Pvt. Ltd., Neosym Industry Limited Sanaswadi, Meltwel Scrap Traders etc. We believe that the strength of our relationships with our customers is attributable to our consistent performance over long periods and the emphasis that we place on catering to our customer's needs, supplemented with our access to technology.

❖ Wide product range and product segments

Our Company manufacture various components varying from 100 MM to 1200 MM in size. Our Company manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of our different customer segment.

❖ Well Established Manufacturing Facility

Our manufacturing facility is situated at Pirangut close to the one of the fast developing automotive hub near Pune consisting various Hi-Tech machineries and suitable infrastructure and quality control setup to handle the product portfolio. The manufacturing process provides us with the flexibility of manufacturing any part of our products at short notice and delivered within a short lead time. We have two units located in the same area just opposite to each other thereby increasing the flexibility and reducing the overheads and costs.

Our Business Strategy

➤ Brand Image

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

➤ Strengthening relationship with existing customers and widen our customer base

We look to further strengthen our relationship with our existing customers and meet their requirements. Whilst we continue to cater to our existing customers, we are emphasizing a lot on establishing new our relationship with prospective customers so that we can expand our customer base in other areas as well.

➤ Reduction of Debt

One of our Business Strategy is to reduce our debt burden and consequently high interest cost for improved and thereby having better operating results in the coming years. Our Company intends to utilize the Issue Proceeds towards the part repayment of term loans to the extent of Rs. 206.00 Lacs against the total outstanding balance of term loans of Rs. 1188.65 Lacs as on December 15, 2015 obtained from HDFC Bank Limited.

➤ ***Effective Utilization of Funds and Resources***

The sustainability and profitability of our business lies in effective utilization of our resources. It involves lower rejection, prompt recovery, cost effective purchases, controlled inventory, preventive maintenance of machines and equipment and constant endeavor to improve process timings and thereby increasing the productivity.

➤ ***Continue to expand and increase production capacity***

We intend to explore opportunities to expand our operations by developing new products and services within our existing lines of business. We expect that the increase in our product base will result in an increase in customer base and enable us target more customers and market segments.

➤ ***Continue to improve operational efficiencies and cost competitiveness continuously***

We continue to adopt best practices and standards across our manufacturing facilities, drawing on our management's expertise and experience in plant management. We continue to increase efficiencies through comprehensive product planning resulting in increased utilization rates and reduction in cost of production.

➤ ***Continue to focus on Exports***

We have enhanced our capabilities to cater to the requirements of our customers, and leverage on our export business. We have recently received a purchase order of £ 40,000 from Unicov Limited (U.K). We intend to continue our focus on developing business in international markets.

➤ ***Focus on consistently meeting quality standards***

Presently, Our Company is certified from ISO 9001:2008 and ISO/TS 16949:2009 and we intend to focus on adhering to the quality standards of the products. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value.

For details of Location of our Business, Product Portfolio, Human Resources, Intellectual Property, Property, Insurance Details, Infrastructure & Utilities, Competition and Legal Proceedings please refer to the chapter titled "Our Business" on page no 112 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION**ANNEXURE-I****RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

Particulars	Annexure	As at					
		31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
I. EQUITY & LIABILITIES							
Shareholders' Funds							
Share Capital	A	705.00	470.00	400.00	400.00	400.00	400.00
Reserves & Surplus	B	552.37	836.08	675.87	634.49	601.13	365.81
		1257.37	1306.08	1075.87	1034.49	1001.13	765.81
Non-Current Liabilities							
Long-term borrowings	C	1506.31	1522.53	1807.53	1626.18	1609.87	1274.57
Deferred tax liabilities (Net)	D	135.72	129.35	133.99	148.20	149.55	76.43
Long-term provisions	E	13.41	13.41	12.34	10.90	8.83	14.43
		1655.44	1665.29	1953.85	1785.28	1768.25	1365.43
Current liabilities							
Short-term borrowings	F	385.71	482.49	584.26	1046.50	1023.35	518.66
Trade payables	G	132.25	210.98	47.91	20.98	44.13	0.00
Other current liabilities	H	319.37	287.69	309.04	152.60	307.58	798.21
Short-term provisions	I	116.32	137.86	89.63	98.76	82.67	190.48
		953.64	1119.02	1030.84	1318.84	1457.72	1507.35
Total		3866.45	4090.39	4060.57	4138.61	4227.10	3638.59
II. ASSETS							
Non-current assets							
Fixed Assets	J	2393.78	2392.42	2877.63	2908.46	3246.31	2652.87
Non-current investments	K	285.14	285.14	285.14	285.14	8.00	3.00
Long-term loans and advances	L	322.34	268.14	171.05	84.84	50.01	195.45
Other non-current assets	M	9.14	9.14	12.21	9.14	180.79	232.36
Current Assets							
Current Investments		0.00	0.00	0.00	0.00	0.00	0.00
Inventories		334.50	191.74	156.78	61.75	98.00	50.97
Trade Receivables	N	418.75	817.93	403.20	297.15	388.64	269.64
Cash & Bank Balances	O	1.51	31.03	110.10	315.58	57.37	7.14
Short Term Loans & Advances	P	64.02	59.76	42.80	174.48	196.22	227.16
Other Current Assets	Q	37.27	35.09	1.66	2.07	1.76	0.00
Total		3866.45	4090.39	4060.57	4138.61	4227.10	3638.59

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

ANNEXURE-II

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Particulars	An nx	As at					
		31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Continuing Operations							
Revenue from operations:							
- Revenue From Sale of Products	R	1502.29	3220.75	3176.59	2856.01	3879.54	4075.98
- Revenue From Sale of Services	R	0.00	0.00	0.00	0.00	0.00	0.00
- Other Operating Income	R	98.71	222.80	206.36	175.24	240.04	204.00
Net Revenue from operations		1601.00	3443.55	3382.95	3031.24	4119.58	4279.99
Other income	R	17.42	100.45	25.37	30.36	29.88	11.38
Total Revenue (A)		1618.42	3544.00	3408.31	3061.60	4149.46	4291.37
Expenses:							
Cost of Materials & Stores Consumed	S	802.08	1903.90	1949.39	1593.29	2297.02	2775.06
Purchase of Stock-in-trade		0.00	0.00	0.00	0.00	0.00	0.00
Changes in inventories of finished goods, WIP and Stock-in-Trade	T	(22.76)	(10.13)	(55.75)	32.94	(27.10)	(28.04)
Employee benefits expense	U	224.66	332.09	256.91	215.75	222.48	225.67
Other expenses	V	358.08	603.77	495.40	418.85	463.37	341.25
Total Expenses (B)		1362.05	2829.63	2645.94	2260.83	2955.77	3370.02
Earnings Before Interest, Taxes, Depreciation & Amortization		256.37	714.37	762.37	800.78	1193.69	921.35
Finance costs	W	128.81	323.64	322.90	305.68	343.19	247.79
Depreciation and amortization expenses		169.89	361.38	390.83	422.65	506.06	242.51
Profit before exceptional items, extraordinary items and tax (C=A-B)		(42.34)	29.35	48.65	72.45	344.44	431.05
Exceptional items (D)		0.00	0.00	0.00	0.00	0.00	0.00
Profit before extraordinary items and tax (E=C-D)		(42.34)	29.35	48.65	72.45	344.44	431.05
Extraordinary items (F)		0.00	0.00	0.00	0.00	0.00	0.00
Profit before tax (G=E-F)		(42.34)	29.35	48.65	72.45	344.44	431.05
Provision for Tax							
- Current Tax		0.00	13.78	21.48	10.80	65.63	115.98
- Deferred Tax Liability / (Asset)		6.37	(4.64)	(14.21)	(1.35)	73.12	28.45
- MAT Credit Entitlement		0.00	0.00	0.00	29.64	(29.64)	0.00
Tax Expense For The Year (H)		6.37	9.14	7.27	39.08	109.12	144.43
Restated profit for the year from total operations (K=I+J)		(48.71)	20.20	41.38	33.36	235.32	286.62

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

STANDALONE SUMMARY CASHFLOW STATEMENT (AS RESTATED)

(Rs.in Lakhs)

Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
1.Cash Flow From Operating Activities:						
Net Profit before tax and extraordinary item	(42.34)	29.35	48.65	72.45	344.44	431.05
Adjustments for:						
Depreciation and amortization expense	169.89	361.38	390.83	422.65	506.06	242.51
Interest & Other Charges	128.81	323.64	322.90	305.68	343.19	247.79
(Profit)/Loss on sale of Fixed Assets	(9.45)	(63.65)	0.00	4.84	4.62	(1.71)
Dividend Received	(0.80)	(0.96)	(0.96)	(0.45)	(0.40)	(0.30)
Interest Received/ Other Non-Operative Receipts	(7.15)	(6.74)	(24.63)	(29.88)	(36.19)	(8.56)
Operating Profit before Working Capital Changes	238.97	643.02	736.78	775.28	1161.71	910.78
Adjustments for:						
Inventories	(142.76)	(34.97)	(95.03)	36.26	(47.04)	37.22
Trade Receivables	399.18	(414.73)	(106.06)	91.49	(119.00)	(15.22)
Short Term Loans & Advances	(4.25)	(16.97)	131.69	21.74	30.94	(141.10)
Other Current Assets	(2.18)	(33.43)	0.41	(0.31)	(1.76)	0.12
Trade Payables	(78.73)	163.06	26.93	(23.15)	44.13	0.00
Other Current Liabilities	31.68	(21.35)	156.44	(154.98)	(490.64)	787.08
Short term Provision	(21.54)	48.24	(9.13)	16.09	(107.81)	21.73
Cash Generated from Operation	420.37	332.88	842.03	762.43	470.53	1600.60
Taxes Paid	0.00	(13.78)	(21.48)	(10.80)	(65.63)	(115.98)
Mat Credit Entitlement	0.00	0.00	0.00	(29.64)	29.64	0.00
Net Cash from Operating Activities	420.37	319.10	820.55	721.99	434.54	1484.62
2. Cash Flow From Investing Activities:						
Fixed Assets Purchased (Net)	(183.49)	(119.77)	(353.73)	(99.27)	(1106.11)	(1433.85)
Additions to Capital Work In Progress	(0.70)	0.00	(6.27)	0.00	0.00	0.00
Sale of Fixed Assets	22.37	307.25	0.00	9.63	2.00	31.30
Dividend Received	0.80	0.96	0.96	0.45	0.40	0.30
Interest Received/ Other Non-Operative Receipts	7.15	6.74	24.63	29.88	36.19	8.56
Adjustments for:						
Long Term Loans & Advances	(54.20)	(97.09)	(86.21)	(34.83)	145.44	(17.11)
Non-Current Investments	0.00	0.00	0.00	(277.14)	(5.00)	(1.00)
Other Non-Current Assets	0.00	3.08	(3.08)	171.65	51.57	(221.88)
Long term Provision	0.00	1.07	1.44	2.08	(5.60)	3.95
Net Cash from Investing Activities	(208.06)	102.24	(422.25)	(197.55)	(881.11)	(1629.73)
3. Cash Flow From Financing Activities:						

Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Proceeds from issue of shares	0	210.00	0.00	0.00	0.00	0.00
Proceeds/(Repayment) of Short term borrowings	(96.79)	(101.77)	(462.24)	23.15	504.69	246.28
Proceeds/(Repayment) of Long term borrowings	(16.23)	(284.99)	181.35	16.30	335.30	14.81
Payment of Interim Dividend and tax on it	0.00	0.00	0.00	0.00	0.00	0.00
Interest & Other Charges paid	(128.81)	(323.64)	(322.90)	(305.68)	(343.19)	(247.79)
Net Cash from Financing Activities	(241.83)	(500.41)	(603.78)	(266.23)	496.80	13.30
Net Increase/ (Decrease) in Cash & Cash Equivalents (1+2+3)	(29.52)	(79.06)	(205.49)	258.21	50.23	(131.81)
Cash & Cash Equivalents at the beginning of the year	31.03	110.10	315.58	57.37	7.14	138.95
Cash & Cash Equivalents at the end of the year	1.51	31.03	110.10	315.58	57.37	7.14
Components of Cash & Cash Equivalents :						
Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Cash on Hand	1.19	0.88	0.81	0.35	1.04	0.95
Balances with Scheduled Banks						
In Current Accounts	0.32	5.16	2.42	12.88	6.33	6.18
In Deposit Accounts	0.00	25.00	106.86	302.36	50.00	0.00
Total Cash & Cash Equivalents	1.51	31.03	110.10	315.58	57.37	7.14

Note:

1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Figures in Brackets represents outflow.
3. The above statement should be read with the restated statement of assets and profit and loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs in Lakhs)

Particulars		Annexure	As At		
			31-10-2015	31-03-2015	31-03-2014
1	Equity & Liabilities				
	Shareholders' Funds				
	(a) Share Capital	A	705.00	470.00	400.00
	(b) Reserves & Surplus	B	588.32	866.87	681.82
			1293.32	1336.87	1081.82
2	Minority Interest		(0.23)	(0.39)	(1.16)
3	Non-Current Liabilities				
	(a) Long-term borrowings	C	1634.31	1633.53	2026.65
	(b) Deferred tax liabilities (net)	D	124.33	117.73	121.63
	(c) Long-term provisions	E	13.41	13.41	12.34
			1772.05	1764.67	2160.62
4	Current liabilities				
	(a) Short-term borrowings	F	434.80	540.34	624.70
	(b) Trade payables	G	155.32	207.12	51.56
	(c) Other current liabilities	H	383.58	458.83	459.64
	(d) Short-term provisions	I	127.64	141.84	95.37
			1101.34	1348.13	1231.28
	Total		4166.48	4449.29	4472.57
	ASSETS				
5	Non-current assets				
	(a) Goodwill (On Consolidation)		320.43	320.43	320.43
	(b) Fixed Assets	J	2726.48	2703.90	3241.57
	(c) Non-current investments	K	8.10	8.10	8.10
	(d) Long-term loans and advances	L	189.79	178.53	80.47
	(e) Other non-current assets	M	9.14	9.14	12.21
6	Current Assets				
	(a) Current Investments		0.00	0.00	0.00
	(b) Inventories		338.25	205.30	164.03
	(c) Trade Receivables	N	456.30	868.45	450.11
	(d) Cash & Bank Balances	O	2.11	31.40	110.77
	(e) Short Term Loans & Advances	P	77.38	87.37	81.53
	(f) Other Current Assets	Q	38.49	36.67	3.34
	Total		4166.48	4449.29	4472.57

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

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs in Lakhs)

Particulars	Annexure	As At		
		31-10-2015	31-03-2015	31-03-2014
Continuing Operations				
Revenue from operations:				
- Revenue From Sale of Products	R	1638.74	3431.03	3326.33
- Revenue From Sale of Services	R	0.00	0.00	0.00
- Other Operating Income	R	116.49	222.97	206.83
Net Revenue from operations		1755.23	3654.00	3533.16
Other income	R	17.43	100.63	28.03
Total Revenue (A)		1772.67	3754.64	3561.19
Expenses:				
Cost of Materials & Stores Consumed	S	819.78	1918.41	1963.46
Purchase of Stock-in-trade		0.00	0.00	0.00
Changes in inventories of finished goods, WIP and Stock-in-Trade	T	(22.76)	(10.13)	(55.75)
Employee benefits expense	U	261.84	383.77	292.56
Other expenses	V	394.48	625.20	505.99
Total Expenses (B)		1453.34	2917.26	2706.25
Earnings Before Interest, Taxes, Depreciation & Amortization		319.33	837.38	854.93
Finance costs	W	153.86	353.89	358.68
Depreciation and amortization expenses		202.26	427.79	446.50
Profit before exceptional items, extraordinary items and tax (C=A-B)		(36.79)	55.70	49.76
Exceptional items (D)		0.00	0.00	0.00
Profit before extraordinary items and tax (E=C-D)		(36.79)	55.70	49.76
Extraordinary items (F)		0.00	0.00	0.00
Profit before tax (G=E-F)		(36.79)	55.70	49.76
Provision for Tax				
- Current Tax		0.00	13.78	21.48
- Deferred Tax Liability / (Asset)		6.61	(3.90)	(19.23)
- MAT Credit Entitlement		0.00	0.00	0.00
Tax Expense For The Year (H)		6.61	9.88	2.25
Restated Profit before Minority Interest for the year from total operations (I=G-H)		(43.39)	45.82	47.51
Minority Interest		(0.16)	(0.77)	(0.18)
Restated Profit for the year from total operations (K=I+J)		(43.55)	45.05	47.33

Note:

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

ANNEXURE-III**RESTATED CONSOLIDATED SUMMARY CASHFLOW STATEMENT**

(Rs in Lakhs)

Particulars	As At	
	31-10-2015	31-03-2015
1.Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary item	(36.79)	55.70
<i>Adjustments for:</i>		
Depreciation and amortization expense	202.26	427.79
Interest & Other Charges	153.86	353.89
(Profit)/Loss on sale of Fixed Assets	(9.45)	(63.65)
Dividend Received	(0.81)	(0.97)
Interest Received/ Other Non-Operative Receipts	(7.15)	(6.91)
Operating Profit before Working Capital Changes	301.92	765.85
<i>Adjustments for:</i>		
Inventories	(132.96)	(41.27)
Trade Receivables	412.15	(418.33)
Short Term Loans & Advances	9.99	(5.84)
Other Current Assets	(1.81)	(33.33)
Trade Payables	(51.80)	155.55
Other Current Liabilities	(75.25)	(0.80)
Short term Provision	(14.21)	46.47
Cash Generated from Operation	448.03	468.30
Taxes Paid	0.00	(13.78)
Net Cash from Operating Activities	448.03	454.52
2. Cash Flow From Investing Activities:		
Fixed Assets Purchased (Net)	(237.77)	(133.73)
Additions to Capital Work In Progress	0.00	0.00
Sale of Fixed Assets	22.37	307.25
Dividend Received	0.81	0.97
Interest Received/ Other Non-Operative Receipts	7.15	6.91
<i>Adjustments for:</i>		
Long Term Loans & Advances	(11.26)	(98.06)
Non-Current Investments	0.00	0.00
Other Non-Current Assets	0.00	3.08
Long term Provision	0.00	1.07
Net Cash from Investing Activities	(218.69)	87.49
3. Cash Flow From Financing Activities:		
Proceeds/(Repayment) of Short term borrowings	(105.54)	(84.37)
Proceeds/(Repayment) of Long term borrowings	0.77	(183.12)
Payment of Interim Dividend and tax on it	0.00	0.00
Interest & Other Charges paid	(153.86)	(353.89)
Net Cash from Financing Activities	(258.63)	(621.38)
Net Increase/ (Decrease) in Cash & Cash Equivalents	(29.28)	(79.38)

Particulars	As At	
	31-10-2015	31-03-2015
Cash & Cash Equivalents at the beginning of the year	31.40	110.77
Cash & Cash Equivalents at the end of the year	2.11	31.40

Note:

1. Components of Cash & Cash Equivalents:

Particulars	As At	
	31-10-2015	31-03-2015
Cash on Hand	1.62	1.07
<u>Balances with Scheduled Banks</u>		
In Current Accounts	0.50	5.33
In Deposit Accounts	0.00	25.00
Total Cash & Cash Equivalents	2.11	31.40

- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements notified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
- Figures in Brackets represents outflow.
- The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Offered: Public Issue of Equity Shares by our Company	25,90,000 Equity Shares having Face Value Rs.10.00 each for cash at a price of Rs.12.00 per share aggregating to Rs.310.80 Lacs
Of which	
Issue Reserved for Market Makers	1,30,000 Equity Shares of Rs.10.00 each for cash at a price of Rs.12.00 per share aggregating to Rs.15.60 Lacs
Net Issue to the Public	24,60,000 Equity Shares of Rs.10.00 each for cash at a price of Rs.12.00 per share aggregating to Rs.295.20 Lacs
	of which
	12,30,000 Equity Shares of Rs.10.00,each at Issue Price Rs.12.00,per equity share will be available for allocation for allotment to Retail Individual Investors of upto Rs.2.00 Lacs
	12,30,000 Equity Shares of Rs.10.00 each at Issue Price of Rs.12.00 per equity share will be available for allocation for allotment to Investors of above Rs.2.00 Lacs
Equity Shares outstanding prior to the Issue	70,50,000 Equity Shares of face value Rs.10.00 each
Equity Shares outstanding after the Issue	96,40,000 Equity Shares of face value Rs.10.00 each
Use of Issue Proceeds	For details refer to chapter titled ' <i>Objects of the Issue</i> ' on page 74 of this Draft Prospectus

*This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations as amended from time to time. For further details, please see the section titled "**Issue Related Information**" beginning on page 312 of this Draft Prospectus.

As per Regulation 43 (4) of the SEBI (ICDR) Regulations, as amended, as the 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) 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, the Retail Individual Investors shall be allocated that higher percentage

GENERAL INFORMATION

Our Company was incorporated on December 5, 1995, as “**Kranti Precision Tools Private Limited**” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bombay bearing Registration Number 095016. We subsequently changed the name of our Company from “**Kranti Precision Tools Private Limited**” to “**Kranti Industries Private Limited**” pursuant to shareholders resolutions passed at the Extra Ordinary General Meeting held on February 8, 2002. A fresh Certificate of Incorporation consequent upon name change was granted to our Company on March 11, 2002 by the Registrar of Companies, Pune. Subsequently, our Company was converted into public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2015 and the name of our Company was changed to “**Kranti Industries Limited**” vide a fresh Certificate of Incorporation dated August 17, 2015 issued by the Registrar of Companies, Pune. For further details, please refer to the section titled “**History and Certain Corporate Matters**” on page no. 129 of this Draft Prospectus.

Registered Office of our Company	
Kranti Industries Limited Gat No.267/B/1, Post: - Pirangut, Tal. Mulshi, Dist. Pune-412115. Maharashtra, India Tel: +91-20-6675 5676, Fax: +91-20-6675 5676 Website: www.krantiindustries.com Email: cs@krantiindustries.com CIN:-U29299PN1995PLC095016	
Registrar of Companies	Designated Stock Exchange
The Registrar of Companies, Pune PMT Building, Pune Stock Exchange, 3rd Floor, Deccan Gymkhana, Pune-411004. Tel: 020-25521376; Fax: 020-25530042 Email: roc.pune@mca.gov.in	SME Platform of BSE P.J. Towers, Dalal Street, Mumbai, Maharashtra, 400001

BOARD OF DIRECTORS AND KMP's

Name, Designation, Occupation	Age	DIN	Residential Address
Mrs. Indubala Subhash Vora <i>Designation:</i> Chairman & Whole-Time Director <i>Occupation:</i> Business	54	02018226	Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune- 411037, Maharashtra, India
Mr. Sachin Subhash Vora <i>Designation:</i> Managing Director <i>Occupation:</i> Business	35	02002468	Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune- 411037, Maharashtra, India
Mr. Sumit Subhash Vora <i>Designation:</i> Whole-Time Director <i>Occupation:</i> Business	31	02002416	Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune- 411037, Maharashtra, India
Mr. Prakash Vasantrao Kamat <i>Designation:</i> Non-Executive Independent Director <i>Occupation:</i> Professional	65	07350643	503, Kalpana Appartments, Lane No.14 Off Prabhat Road, Pune- 411004 Maharashtra, India.
Mr. Shashikant Vishnupant Bugde <i>Designation:</i> Non-Executive Independent Director <i>Occupation:</i> Business	65	01490772	38, Gajanan Premnagar Society, Pune- Satara Road, Bibavewadi, Pune-411037, Maharashtra.
Mr. Pramod Vinayak Apsankar <i>Designation:</i> Non-Executive Independent Director <i>Occupation:</i> Business	63	00019869	12, State Bank Colony, Shahu College Road, Parvati, Pune-411009, Maharashtra

For details of our Directors, see the chapter titled “**Our Management**” on page 134 of this Draft Prospectus.

Company Secretary and Compliance Officer	Chief Financial Officer
Mrs. Bhakti Hosalkar Patel Kranti Industries Limited Gat No.267/B/1, Post: - Pirangut, Tal. Mulshi, Dist. Pune-412115, Maharashtra, India Tel: +91-20-6675 5676 Fax: +91-20-6675 5676 Email: cs@krantiindustries.com Website: www.krantiindustries.com	Mrs. Sheela Kailash Dhawale Kranti Industries Limited Gat No.267/B/1, Post: - Pirangut, Tal. Mulshi, Dist. Pune-412115, Maharashtra, India Tel: +91-20-6675 5676 Fax: +91-20-6675 5676 Email: shiladhawale@krantiindustries.com Website: www.krantiindustries.com

Investors can contact our Compliance Officer in case of any pre-Issue or post-Issue related matters such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account etc.

ISSUE MANAGEMENT TEAM

LEAD MANAGER OF THE ISSUE	LEGAL ADVISOR TO THE ISSUE
HEM SECURITIES LIMITED 14/15, Khatau Bldg., 1st Floor, 40, Bank Street, Fort, Mumbai – 01, India Tel: 022- 4906 0000 Fax: 022- 2262 5991 Email: ib@hemonline.com Investor Grievance Email: redressal@hemonline.com Website: www.hemonline.com Contact Person: Ms. Payal Mundra SEBI Reg. No: INM000010981	SUI JURIS (Advocates) 202, Allied, St. Johns Road, Bandra (West), Mumbai 400051, Maharashtra, India Tel: 022- 2642 7334 Email: legal.suijuris@gmail.com Contact Person: Ms. Shweta Tiwari
REGISTRAR TO THE ISSUE	BANKER OF THE COMPANY
SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072, Maharashtra, India Tel. No: +91 -22 - 2851 5606/44 Fax No: +91 - 22 - 2851 2885 Website: www.sharexindia.com Email: sharexindia@vsnl.com Investor Grievance Email: investor@sharexindia.com Contact Person: Mr. K.C. Ajitkumar SEBI Regn. No: INR000002102	HDFC BANK LIMITED Laukik Apartments, Showroom A&B, Ground Floor, Plot No. 3, CTS No. 870, Bhandarkar Institute Road, Pune - 411004. Tel/ Mob No: -91-9373659221 Fax No: +91-20-41250081 Email: roshan.kumar@hdfcbank.com Contact Person: Mr. Roshan Kumar
STATUTORY AUDITORS	PEER REVIEW AUDITORS [#]
M/S. RAJASATYEN & ASSOCIATES, Chartered Accountants 5, Rajani Gandha Apartments, Behind Congress House, Shivaji Nagar, Pune-411005. Tel No: +91-20-2552 0357 Email: raj@rsaglobal.in Firm registration no: 115851W Contact Person: Mr. Rajasatyen Paradeshi	M/S. SPJV & CO. Chartered Accountants C-102, Devgiri Apartments, Ganeshmala Signal, Sinhagad Road, Maharashtra, Pune – 411030. Tel No: 020 - 64001658, 24252772 / 74 Email: satchidanand@spjvco.com Firm registration no: 116884W Contact Person: CA. Satchidanand A. Ranade
BANKERS TO THE ISSUE	
[•]	

[#] M/S. SPJV & Co. holds a peer reviewed certificate dated January 10, 2013 issued by the Institute of Chartered Accountants of India.

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and/ or the Lead

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Manager, in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account.

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.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA Process are provided on www.sebi.gov.in/pmd/scsb.pdf. For details on designated branches of SCSBs collecting the Application Form for ASBA process, please refer the above mentioned SEBI website.

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 BSE at www.bseindia.com, as updated from time to time.

Registrar to Offer 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.bseindia.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.bseindia.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

Credit Rating

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

Brokers to the Issue

All brokers registered with SEBI & members of the Recognised Stock Exchange can act as brokers to the Issue.

Monitoring Agency

In terms of Regulation 16(1) of the SEBI (ICDR) Regulations we are not required to appoint a monitoring agency for the purposes of this Issue as the Issue size shall not exceed Rs.50,000 Lacs.

However, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Inter- se Allocation of Responsibilities

Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter- se allocation of responsibilities among Lead Managers is not applicable.

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 this is an Issue of Equity Shares, the appointment of Debenture Trustees is not required.

Appraising Entity

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

Expert Opinion

Except the report of the Statutory Auditor of our Company on the “*Statement of Tax Benefits*” and the report of the Peer Review Auditor of our Company in the Section “*Restated Financial Statements*” and “*Statement of Financial Indebtedness*” included in this Draft Prospectus, our Company has not obtained any other expert opinion.

Underwriting Agreement

This Issue shall be 100% Underwritten. Our Company has entered into an Underwriting Agreement dated December 3, 2015 with the HEM Securities Limited for the Equity Shares proposed to be offered through the Issue. The obligations of the Underwriter are subject to certain conditions specified therein. The Underwriter has indicated its intention to underwrite the following number of Equity Shares:

Name and Address of the Underwriter	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. In Lacs)	% of the Total Issue Size Underwritten
Hem Securities Limited 203, Jaipur Tower, M.I. Road, Jaipur -302 001, Rajasthan, India. Tel: +91-141-4051000 Fax No.: + 91-141-5101757 Website: www.hemonline.com Email: underwriter@hemonline.com SEBI Regn. No. INM000010981 Contact Person: Mr. Anil Bhargava	25,90,000	310.80	100%

**Includes 1,30,000 Equity shares of Rs.10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker (Hem Securities Limited) 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 our Board of Directors (based on a certificate given by the Underwriters), the resources of the above mentioned Underwriters is sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange(s).

Details of Market Making Arrangement for this Issue

Our Company and the Lead Manager have entered into an agreement dated December 3, 2015 with the following Market Maker registered with BSE Limited in order to fulfil the obligations of Market Making.

Market Maker

Name	Hem Securities Limited
Address	203, Jaipur Tower, M.I. Road, Jaipur -302 001, Rajasthan, India
Tel No.	+ 91 - 141 – 4051000
Fax No.	+ 91 - 141 – 5101757
E-mail	mm@hemonline.com
Contact Person	Mr. Anil Bhargava
SEBI Registration No.	INB011069953
Market Maker Reg. No.	SMEMM0024801022013

The Market Maker shall fulfill 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 BSE and SEBI regarding this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs.1, 00,000. However, the investors with holdings of value less than Rs. 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4. 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.
5. 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.
6. The Marker Maker(s) may also be present in the opening call auction, but there is no obligation on him to do so.
7. There will be special circumstances under which the Market Maker(s) 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 Stock Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Stock Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker(s) but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of

the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker (s) subject to the total number of Designated Market Maker(s) does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Maker(s):** BSE SME Exchange will have all margins, which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

10. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated 20, 2012 has laid down that for issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
- Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. 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

11. **Punitive Action in case of default by Market Makers:** BSE 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 Stock 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 Stock Exchange from time to time. The Stock Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

12. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (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%

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.

CAPITAL STRUCTURE

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

(Rs.in Lakhs except share data)

Particulars		Aggregate Value at Face Value	Aggregate Value at Issue Price
A.	Authorized Capital		
	1,00,00,000 Equity Shares of face value of Rs.10.00 each	1000.00	-
B.	Issued, Subscribed And Paid-Up Equity Capital before the Issue		
	70,50,000 Equity Shares of Rs.10.00 each fully paid-up before the Issue	705.00	-
C.	Present Issue to public in terms of this Draft Prospectus		
	25, 90,000 Equity Shares of Rs.10.00 each as Issue to Public*.	259.00	310.80
	<i>Of which</i>		
I	Reservation for Market Maker Portion		
	1,30,000 Equity Shares of Rs.10.00 each for cash	13.00	15.60
II	Net Issue to the Public		
	24,60,000 Equity Shares of Rs.10.00 each for cash	246.00	295.20
	Out of which:		
	12,30,000 Equity Shares of Rs.10.00 each at Issue Price Rs.12.00 per equity share will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 Lacs	123.00	147.60
	12,30,000 Equity Shares of Rs.10.00 each at Issue Price of Rs.12.00 per equity share will be available for allocation for allotment to Investors of above Rs.2.00 Lacs	123.00	147.60
D.	Paid-up Equity Capital after the Issue		
	96,40,000 Equity Shares of Rs.10.00 each	964.00	-
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		51.80

*the present Issue has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 06, 2015 and September 11, 2015 respectively and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held September 10, 2015 under section 62(1) (c) of the Companies Act, 2013.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

Classes of Shares

The Company has only one class of share capital i.e. Equity Shares of Rs.10.00 each only.

Changes in the Authorized Share Capital of the Company since incorporation:

The Authorized Share Capital of our Company at the time of incorporation was Rs.4.50Lacs divided into 4,500 Equity Shares of Rs.100.00 each. The following table gives the changes in the Authorized Capital post Incorporation of our Company:

Sr. No.	Particulars of Increase	Date of Shareholders approval
1.	Increase in authorized capital from Rs.4.50 Lacs to Rs.9.50 Lacs comprising of	15-07-1996

Sr. No.	Particulars of Increase	Date of Shareholders approval
	9,500 Equity shares of Rs.100.00 each.	
2.	Increase in authorized capital from Rs.9.50Lacs to Rs.100.00 Lacs comprising of 1, 00,000 Equity shares of Rs.100.00 each.	08-02-2002
3.	Increase in authorized capital from Rs.100.00 Lacs to Rs.200.00 Lacs comprising of 2, 00,000 Equity shares of Rs.100.00 each.	18-02-2006
4.	Increase in authorized capital from Rs.200.00 Lacs to Rs.500.00 Lacs comprising of 5, 00,000 Equity shares of Rs.100.00 each.	22-09-2008
5.	Increase in authorized capital from Rs.500.00 Lacs to Rs.1000.00 Lacs comprising of 10, 00,000 Equity shares of Rs.100.00 each.	11-3-2011
6.	10, 00,000 equity shares of Rs.100.00 each sub-divided into 1,00, 00,000 equity shares of Rs.10.00 each	30-9-2015

Notes to Capital Structure

1. Share Capital History of our Company

(a) The history of the equity share capital of our Company is provided in the following table:

All the allotments of Equity Shares of our Company were made as fully paid-up equity shares of face value of Rs.10.00 each.

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Securities Premium (Rs.)	Cumulative Paid-up Capital (Rs.)	Consideration	Nature of Issue and Category of Allottees
Upon Incorporation	20	20	100.00	100.00	-	2,000	Cash	Subscription to MoA ⁽ⁱ⁾
31-3-2003	41,996	42,016	100.00	100.00	-	42,01,600	Cash	Further Allotment ⁽ⁱⁱ⁾
20-6-2003	46,997	89,013	100.00	100.00	-	89,01,300	Cash	Further Allotment ⁽ⁱⁱⁱ⁾
30-9-2008	89,013	1,78,026	100.00	-	-	1,78,02,600	Other than Cash	#Bonus Issue ^(iv)
30-9-2008	21,974	2,00,000	100.00	100.00	-	2,00,00,000	Cash	Further Allotment ^(v)
11-3-2011	2,00,000	4,00,000	100.00	-	-	4,00,00,000	Other than Cash	#Bonus Issue ^(vi)
25-3-2015	70,000	4,70,000	100.00	300.00	1,40,00,000	4,70,00,000	Rights Issue	Allotment to existing shareholders ^(vii)
6-9-2015	2,35,000	7,05,000	100.00	-	-	7,05,00,000	Other than Cash	#Bonus Issue ^(viii)
Sub-division of Nominal Value of 7,05,000 Equity shares of our Company from Rs. 100.00 per Equity Share into 70,50,000 Equity Share of Rs.10.00 per Equity Share pursuant to resolution passed in Annual General Meeting dated September 30, 2015.								

[#]Bonus Issues (30-9-2008) have been made out of capitalization of Free Reserves (Profit & Loss Account).

[#]Bonus Issues (11-03-2011) have been made out of capitalization of Free Reserves (Profit & Loss Account).

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[#]Bonus Issues (6-9-2015) have been made out of capitalization of Free Reserves (Securities Premium +Profit & Loss Account)

Notes:

I. The Subscribers to the Memorandum of Association of our Company were:

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	10
Mr. Shiv Prasad Kelkar	10
Total	20

II. Further Allotment of 41,996 Equity Shares to:

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	14,000
Mr. Vijay Kundanmal Vora	4,000
Mrs. Lata Vijay Vora	4,000
Mrs. Indubala Subhash Vora	4,999
Mrs. Basanti Kundanmal Vora	4,999
S.K. Vora HUF	4,999
V.K. Vora HUF	4,999
Total	41,996

III. Further Allotment of 46,997 Equity Shares to:

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	15,999
Mr. Vijay Kundanmal Vora	7,999
Mrs. Lata Vijay Vora	5,999
Mrs. Indubala Subhash Vora	4,000
Mrs. Basanti Kundanmal Vora	7,000
S.K. Vora HUF	1,500
Mrs. Sapna Gadiya	1,800
Mr. Sachin Subhash Vora	750
Mrs. Gunwanti Vora	650
Mrs. Rekha Oswal	1,300
Total	46,997

IV. Bonus Issue of 89,013 Equity Shares to in the ratio of 1 equity shares for every 1 equity share held (1:1 Ratio):

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	30,002
Mr. Vijay Kundanmal Vora	12,001
Mrs. Lata Vijay Vora	10,000
Mrs. Indubala Subhash Vora	8,999
Mrs. Basanti Kundanmal Vora	11,999
S.K. Vora HUF	6,498
V.K. Vora HUF	4,999

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Names of Allottees	Number of Equity Shares
Mrs. Sapna Sunil Gadiya	1,800
Mrs. Sachin Subhash Vora	750
Mr. Sumit Subhash Vora	651
Mrs. Rekha Oswal	1,300
Mrs. Gunwanti Vora	1
Mrs. Sheela Dhawale	1
Mrs. Sarika Sachin Vora	1
Mrs. Chandanbala Oswal	1
Mr. Madanraj Jain	1
Mrs. Pistaben Madanraj Jain	1
Mrs. Lushita Sumit Vora	1
Mr. Rambhau Kawade	1
Mr. Dinesh Oswal	1
Mr. Kunal Vora	1
Mrs. Kavita Jain	1
Mr. Ramesh Oswal	1
Mr. Paresh Mehta	1
Mrs. Sangeeta Mehta	1
Total	89,013

V. Further Allotment of 21,974 Equity Shares:

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	21,974
Total	21,974

VI. Bonus Issue of 2,00,000 Equity Shares to in the ratio of 1 equity shares for every 1 equity share held (1:1 Ratio):

Names of Allottees	Number of Equity Shares
Mr. Subhash Kundanmal Vora	1,03,098
Mr. Vijay Kundanmal Vora	1
Mrs. Lata Vijay Vora	1
Mrs. Indubala Subhash Vora	20,002
Mrs. Basanti Kundanmal Vora	25,000
S.K. Vora HUF	13,000
V.K. Vora HUF	1
Mrs. Sapna Sunil Gadiya	9,000
Mr. Sachin Subhash Vora	13,000
Mr. Sumit Subhash Vora	11,000
Mrs. Rekha Oswal	2,600
Mrs. Gunwanti Vora	2
Mrs. Sheela Dhawale	10
Mrs. Sarika Sachin Vora	250
Mrs. Chandanbala Oswal	1
Mrs. Pistaben Madanraj Jain	2
Mrs. Lushita Sumit Vora	498

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Names of Allottees	Number of Equity Shares
Mr. Dinesh Oswal	1
Mr. Kunal Vora	1
Mrs. Kavita Jain	10
Mr. Ramesh Oswal	2
Mr. Paresh Mehta	2507
Mrs. Sangeeta Mehta	2
Mr. Girish Mehta	2
Mrs. Ruchira Dharmadhikari	1
Mr. Dilip Deshpande	1
Mrs. Kiran Kitawat	1
Sachin Vora HUF	1
Sumit Vora HUF	1
Mrs. Jayashree Oswal	1
Mr. Akshay Vora	1
Mr. Tejraj Rathod	1
Mrs. Lilabai Rathod	1
Total	2,00,000

VII. Rights Issue of 70,000 Equity shares

Rights issue in the ratio of 1:2 (One Equity Share for every Two Equity Shares held on the record date i.e. March 06, 2015) was offered to all the existing shareholders.

Out of Equity Shareholders as on record date, 15 Shareholders did not make any application pursuant to the offer namely Mr. Vijay K. Vora, Mrs. Lata Vijay Vora, Mrs. Sheela Kailas Dhawale, Pistaben Madanraj Jain, Smt. Basanti K. Vora, Mr. Sachin Subhash Vora, Mr. Sumeet Subhash Vora, Sangeeta Mehta, Paresh Mehta, Ruchira Dharmadhikari, Akshay Vora, Mr. Tejraj Rathod, Mr. Kailash Dhawale, Aman Vinod Jain, Hastimal Mehta.

The offered but unsubscribed rights were then distributed/allotted to such shareholders as mentioned below

Names of Allottees	Number of Equity Shares
Mrs. Indubala Subhash Vora	2,220
Mrs. Sapna Sunil Gadiya	5,000
Mrs. Sarika Sachin Vora	11,500
Mrs. Lushita Sumit Vora	6,504
Mrs. Rekha Oswal	5,800
Mrs. Kavita Jain	5,980
Sachin Vora HUF	16,498
Sumit Vora HUF	16,498
Total	70,000

VIII. Bonus Issue of 2,35,000 Equity Shares in the ratio of 1 equity shares for every 2 equity share held (1:2 Ratio):

Names of Allottees	Number of Equity Shares
Mrs. Indubala Subhash Vora	56,223
Mrs. Basanti Kundanmal Vora	25,003
Mr. Vijay Kundanmal Vora	1

Names of Allottees	Number of Equity Shares
Mrs. Lata Vijay Vora	1
Mrs. Sapna Sunil Gadiya	12,500
Mr. Sachin Subhash Vora	53,000
Mr. Sumit Subhash Vora	51,000
Mrs. Rekha Oswal	5,500
Mrs. Sheela Dhawale	9
Mrs. Sarika Sachin Vora	6,000
Mrs. Pistaben Madanraj Jain	2
Mrs. Lushita Sumit Vora	3,750
Mrs. Kavita Jain	3,000
Mr. Paresh Mehta	2,507
Mrs. Sangeeta Mehta	1
Mrs. Ruchira Dharmadhikari	1
Sachin Vora HUF	8,250
Sumit Vora HUF	8,250
Mr. Akshay Vora	1
Mr. Tejraj Rathod	1
Total	2,35,000

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

Our Company has not made any allotment in last 2 (two) years preceding the date of this Draft Prospectus except Right Issue and Bonus Issue made by the Company on March 25, 2015 and September 6, 2015 respectively as per details given above in sub point no. VII & VIII of Note No. 2.

3. Details of Equity Shares issued for consideration other than cash:

As on date of this Draft Prospectus, our Company has not issued and allotted any Equity Shares for consideration other than cash except for Bonus shares issued and allotted on September 30, 2008, March 11, 2011 and September 06, 2015 as mentioned in sub point no. V, VI and VIII of Note No. 2 respectively. Brief details of the same are mentioned as under:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Reasons	Benefit accrued
30.09.2008	89,013	100.00	-	Bonus Shares	Widened Capital base of the Company.
11.03.2011	2,00,000	100.00		Bonus Shares	
06.09.2015	2,35,000	100.00	-	Bonus Shares	

Our Company has not issued any equity shares lower than the Issue Price during the preceding 1(One) year except the bonus issue dated September 06, 2015.

4. Capital Build Up in respect of shareholding of Our Promoters:

Date of Allotment/ Acquisition / Transfer of Fully Paid- up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price**/ Transfer Price (Rs.)	Cumulative no. of Equity shares	Source of Funds contributed	% of Pre-issue paid up Equity Shares#	% of Post-issue paid up Equity Shares#	Lock in Period
Mrs. Indubala Subhash Vora										
31-01-2002	Cash	Transfer from Mr. Subhash Kundanmal Vora	1	100.00	100.00	1	Owned Fund	0.00	0.00	1 Year
20-02-2002	Cash	Transfer to Mr. Subhash Kundanmal Vora	(1)	100.00	100.00	0	NA	0.00	0.00	
31-03-2003	Cash	Allotment to Mrs. Indubala Subhash Vora	4,999	100.00	100.00	4,999	Owned Fund	0.71	0.52	
20-06-2003	Cash	Allotment to Mrs. Indubala Subhash Vora	4,000	100.00	100.00	8,999	Owned Fund	0.57	0.41	
30-09-2008	Bonus Issue	Bonus Issue (Ratio 1:1)	8,999	100.00	Nil	17,998	NA	1.28	0.93	
20-07-2009	Cash	Transfer from Mr. Subhash Kundanmal Vora	2,004	100.00	100.00	20,002	Owned Fund	0.28	0.21	
11-03-2011	Nil	Bonus Issue	20,002	100.00	Nil	40,004	NA	2.84	2.07	
01-09-2011	Nil	Transmission of shares from S. K. Vora (HUF) ^{##}	26,000	100.00	Nil	66,004	NA	3.69	2.70	
01-09-2011	Nil	Transmission of shares from Mr. Subhash Kundanmal Vora ^{##}	44,196	100.00	Nil	1,10,200	NA	6.27	4.58	
30-12-2014	Cash	Transfer from Mrs. Lilabai Rathod	2	100.00	100.00	1,10,202	Owned Fund	0.00	0.00	
		Transfer from Mrs. Jayshree Oswal	2			1,10,204		0.00	0.00	
		Transfer from V.K. Vora HUF	2			1,10,206		0.00	0.00	
		Transfer from Mrs. Gunwanti Vora	4			1,10,210		0.00	0.00	
		Transfer from Mr. Dinesh Oswal	1			1,10,211		0.00	0.00	
		Transfer from Mrs. Chandanbala Oswal	1			1,10,212		0.00	0.00	

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Date of Allotment/ Acquisition / Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price**/ Transfer Price (Rs.)	Cumulative no. of Equity shares	Source of Funds contributed	% of Pre-issue paid up Equity Shares#	% of Post-issue paid up Equity Shares#	Lock in Period
		Transfer from Mr. Kunal Vora	2			1,10,214		0.00	0.00	
		Transfer from Mr. Ramesh Oswal	4			1,10,218		0.00	0.00	
		Transfer from Mr. Girish Jain	4			1,10,222		0.00	0.00	
		Transfer from Mr. Dilip Deshpande	2			1,10,224		0.00	0.00	
		Transfer from Mrs. Kiran Kitawat	2			1,10,226		0.00	0.00	
		Transfer from Mrs. Chandanbala Chopra	1			1,10,227		0.00	0.00	
25-03-2015	Cash	Rights Issue	2,220	100.00	300.00	1,12,447	Owned Fund	0.31	0.23	
06-09-2015	Nil		7,521	100.00	Nil	1,19,968	NA	1.07	0.78	
Bonus Issue (1:2)		48,702	100.00	Nil	1,68,670		6.91	5.05	3 Years	
Total (A)	Total No. of share after Subdivision of equity shares of Rs.100.00 each to Rs.10.00 each					16,86,700		23.92	17.50	
Mr. Sachin Subhash Vora										
31-01-2002	Cash	Transfer from Mr. Subhash Kundanmal Vora	1	100.00	100.00	1	Owned Fund	0.00	0.00	1 Year
20-02-2002	Cash	Transfer to Mr. Subhash Kundanmal Vora	(1)	100.00	100.00	0	NA	0.00	0.00	
20-06-2003	Cash	Allotment to Mr. Sachin Vora	750	100.00	100.00	750	Owned Fund	0.11	0.08	
30-09-2008	NIL	Bonus Issue (1:1)	750	100.00	NIL	1,500	NA	0.11	0.08	
20-07-2009	Cash	Transfer from Mr. Subhash Kundanmal Vora	500	100.00	100.00	2,000	Owned Fund	0.07	0.05	
13-10-2009	Cash		3,977	100.00	100.00	5,977	Owned Fund	0.56	0.41	3 Years
		Transfer from Mrs.Lata Vora	3,023	100.00	100.00	9,000	Owned Fund	0.43	0.31	
13-10-2009	Cash	Transfer from Mrs.Lata Vora	1	100.00	100.00	9,001	Owned Fund	0.00	0.00	
13-10-2009	Cash	Transfer from Mrs.Lata Vora	3,999	100.00	100.00	13,000	Owned Fund	0.57	0.41	
11-03-2011	NIL	Bonus Issue(1:1)	13,000	100.00	NIL	26,000	NA	1.84	1.35	

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Date of Allotment/ Acquisition / Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares*	Face Value (Rs.)	Issue Price/ Acquisition Price**/ Transfer Price (Rs.)	Cumulative no. of Equity shares	Source of Funds contributed	% of Pre-issue paid up Equity Shares#	% of Post-issue paid up Equity Shares#	Lock in Period
01-09-2011	NIL	Transmission of shares from Mr. Subhash Kundanmal Vora ^{##}	80,000	100.00	NIL	1,06,000	NA	11.35	8.30	1 Year
06-09-2015	NIL	Bonus Issue (1:2)	53,000	100.00	NIL	1,59,000	NA	7.52	5.50	3 Years
Total (B)	Total No. of share after Subdivision of equity shares of Rs.100.00 each to Rs.10.00 each					15,90,000		22.55	16.49	
Mr. Sumit Subhash Vora										
15-12-2006	Cash	Transfer from S. K. Vora (H.U.F)	1	100.00	100.00	1	Owned Fund	0.00	0.00	3 Years
18-07-2008	Cash	Transfer from Mrs. Gunwanti Vora	650	100.00	100.00	651	Owned Fund	0.09	0.07	
30-09-2008	Nil	Bonus Issue (1:1)	651	100.00	NIL	1,302	NA	0.09	0.07	
20-07-2009	Cash	Transfer from Mrs. Subhash Kundanmal Vora	698	100.00	100.00	2,000	Owned Fund	0.10	0.07	
13-10-2009	Cash	Transfer from Mrs. Lata Vora	3,000	100.00	100.00	5,000	Owned Fund	0.43	0.31	
13-10-2009	Cash	Transfer from Mrs.Lata Vora	5,999	100.00	100.00	10,999	Owned Fund	0.85	0.62	
13-10-2009	Cash	Transfer from Mrs. Lata Vora	1	100.00	100.00	11,000	Owned Fund	0.00	0.00	
11-03-2011	Nil	Bonus Issue (1:1)	11,000	100.00	NIL	22,000	NA	1.56	1.14	
1-09-2011	Nil	Transmission to Mr. Sumit Subhash Vora ^{##}	80,000	100.00	NIL	1,02,000	NA	11.35	8.30	1 Year
06-09-2015	Nil	Bonus Issue (1:2)	51000	100.00	NIL	1,53,000	NA	7.23	5.29	3 Years
10-10-2015	Cash	Transfer from Mrs. Basanti Kundanmal Vora	3	100.00	100.00	1,53, 003	Owned Fund	0.00	0.00	
Total C	Total No. of share after Subdivision of equity shares of Rs.100.00 each to Rs.10.00 each					15,30,030		21.70	15.87	

*None of the shares has been pledged by our Promoters

** Acquisition price excludes stamp duty

Allotment of Equity Shares has been made at a face value of Rs.100.00each. However pre-issue and post-issue percentages have been calculated on the basis of face value of Rs.10.00 each

For transmission of shares from Late Shri Subhash Vora:- Shares transferred pursuant to a Family Settlement Deed dated August 16, 2011 made between Indubala Subhash Vora, Sachin Subhash Vora, Sumit Subhash Vora, Basanti Kundanmal Vora and Sapna Sunil Gadiya (formerly known as Sapna Subhash Vora) all legal heirs of Late Subhash Kundanmal Vora, whereby all the assets and liabilities of Late Subhash Vora were distributed among the aforesaid legal heirs.

For transmission of shares from Subhash Vora HUF: (As per Family Settlement Deed all assets and liabilities of Subhash Vora HUF would devolve upon Indubala Subhash Vora only) :- Shares transferred to Indubala Subhash Vora pursuant to a Family Settlement Deed dated August 16, 2011 made between Indubala Subhash Vora, Sachin Subhash Vora, Sumit Subhash Vora, Basanti Kundanmal Vora and Sapna Sunil Gadiya (formerly known as Sapna Subhash Vora) all legal heirs of Late Subhash Vora, whereby all the assets and liabilities of Late Subhash Vora were distributed among the aforesaid legal heirs.

5. 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 Promoter	No. of Shares held	Average cost of Acquisition* (Rs. Per share)
1.	Mrs. Indubala Subhash Vora	16,86,700	2.36
2.	Mr. Sachin Subhash Vora	15,90,000	2.55
3.	Mr. Sumit Subhash Vora	15,30,030	2.53

*As certified by our Statutory Auditor vide their certificate dated November 30, 2015

6. Details of the Pre and Post Issue Shareholding of our Promoters and Promoter Group is as below:

Name	Pre Issue		Post Issue	
	No. of Equity Shares	% of Pre Issue paid up Equity Shares	No. of Shares	% of Post Issue paid up Equity Shares
Promoters				
Mrs. Indubala Subhash Vora	16,86,700	23.92	16,86,700	17.50
Mr. Sachin Subhash Vora	15,90,000	22.55	15,90,000	16.49
Mr. Sumit Subhash Vora	15,30,030	21.70	15,30,030	15.87
Promoter Group				
Mr. Vijay Kundanmal Vora	30	0.00	30	0.00
Ms. Sapna Sunil Gadiya	3,75,000	5.32	3,75,000	3.89
Mrs. Basanti Kundanmal Vora	7,50,000	10.64	7,50,000	7.78
Mrs. Rekha K. Lodha	1,65,000	2.34	1,65,000	1.71
Mrs. Kavita V. Jain	90,000	1.28	90,000	0.93
Mrs. Sarika Sachin Vora	1,80,000	2.55	1,80,000	1.87
Mrs. Lushita Sachin Vora	1,12,500	1.60	1,12,500	1.17
Mrs. Sangita H Mehta	40	0.00	40	0.00
Sachin Vora (HUF)	2,47,500	3.51	2,47,500	2.57
Sumit Vora (HUF)	2,47,500	3.51	2,47,500	2.57
Mr. Tejraj Rathod	30	0.00	30	0.00
Total	69,74,330	98.93	69,74,330	73.13

7. Details of Promoter's Contribution Locked –in for 3 years:

Sr. No.	Name of Promoters	No. of Shares	% of Post Issue Capital
1.	Mrs. Indubala Subhash Vora	4,87,020	5.05
2.	Mr. Sachin Subhash Vora	7,30,230	7.58
3.	Mr. Sumit Subhash Vora	7,30,030	7.57
	Total	19,47,280	20.20

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.

Our Promoters, Mrs. Indubala Subhash Vora, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora, have by a written undertaking consented to have 19,47,280 Equity Shares held by it to be locked in as Minimum Promoters Contribution for a period of 3 (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 BSE Limited till the date of commencement of lock-in period as stated in this Draft Prospectus. The Equity Shares under the Promoter's contribution will constitute 20.20 % of our post-issue paid up share capital. The above Promoter have also consented that the Promoter's 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.

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.

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 Promoters' 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. Hence Eligible
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 Promoters' contribution does consist of such Equity Shares. Hence Eligible
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 Promoters' contribution does not consist of such Equity Shares. Hence Eligible
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	Our Company has not been formed by the conversion of a partnership firm into a company. Accordingly, the minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	one year on a continuous basis, shall be eligible	
33(1)(d)	Specified securities pledged with any creditor.	Our Promoters has not Pledged any shares with any creditors. Accordingly, the minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible

Details of Share Capital 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 3 (three) years, as specified above, the entire remaining pre-issue capital held by promoters and entire pre-issue capital held by persons other than promoters of our Company i.e. promoter group entities and public shareholders, constituting 51,02,720 Equity Shares shall be locked in for a period of 1(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:

- 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.
- 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.
- 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.

8. Our Shareholding pattern

The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total								
A	Promoter & Promoter Group	14	69,74,330	Nil	Nil	69,74,330	98.93	69,74,330	Nil	69,74,330	98.93	Nil	98.93	Nil	Nil	Nil	Nil	(●)
B	Public	9	75,670	Nil	Nil	75,670	1.07	75,670	Nil	75,670	1.07	Nil	1.07	Nil	Nil	Nil	Nil	(●)
C	Non Promoter-Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C1	Shares underlying	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total								
	g DRs																	
C2	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	23	70,50,000	Nil	Nil	70,50,000	100.00	70,50,000	Nil	70,50,000	100.00	Nil	100.00	Nil	Nil	Nil	Nil	(●)

We are in the process of entering into tripartite agreement with NSDL. We have already entered tripartite agreement with CDSL dated December 22, 2015, and have received the ISIN – INE911T01010.

In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter and Promoter Group shall be in dematerialised prior to the filing of Prospectus with the RoC.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares

9. The largest 10 (Ten) Shareholders of our Company and their Shareholding is set forth below:-

As on the date of this Draft Prospectus, our Company has 23 (Twenty Three) shareholders.

- (a) Our top ten shareholders as on the date of filing of this Draft Prospectus and 10 days prior filing of this Draft Prospectus are as follows:

Sr. No.	Particulars	No. of Equity Shares	% of Pre Issue paid up Equity Shares	% of Post Issue paid up Equity Shares#
1.	Mrs. Indubala Subhash Vora	16,86,700	23.92	17.50
2.	Mr. Sachin Subhash Vora	15,90,000	22.55	16.49
3.	Mr. Sumit Subhash Vora	15,30,030	21.70	15.87
4.	Mrs. Basanti Kundanmal Vora	7,50,000	10.64	7.78
5.	Mrs. Sapna Sunil Gadiya	3,75,000	5.32	3.89
6.	Sachin Vora (HUF)	2,47,500	3.51	2.57
7.	Sumit Vora (HUF)	2,47,500	3.51	2.57
8.	Mrs. Sarika Sachin Vora	1,80,000	2.55	1.87
9.	Mrs. Rekha K. Lodha	1,65,000	2.34	1.71
10.	Mrs. Lushita Sachin Vora	1,12,500	1.60	1.17
	Total	68,84,230	97.65	71.41

- (b) Details of top ten shareholders of our Company as on 2 (two) years prior to the date of filing of this Draft Prospectus, are as follows: (post also)

Sr. No.	Particulars	No. of Equity Shares	% of Pre Issue paid up Equity Shares#
1.	Mrs. Indubala Subhash Vora	1,10,200	15.63
2.	Mr. Sachin Subhash Vora	1,06,000	15.04
3.	Mr. Sumit Subhash Vora	1,02,000	14.47
4.	Mrs. Basanti Kundanmal Vora	50,000	7.09
5.	Mrs. Sapna Sunil Gadiya	20,000	2.84
6.	Mrs. Rekha K. Lodha	5,200	0.74
7.	Mr. Paresh Mehta	5,014	0.71
8.	Mrs. Lushita Sachin Vora	996	0.14
9.	Mrs. Sarika Sachin Vora	500	0.07
10.	Mrs. Kavita Jain	20	0.00
	Total	3,99,930	56.73

#Allotment of Equity Shares has been made at a face value of Rs. 100.00 each. However pre-issue percentages have been calculated on the basis of face value of Rs. 10.00 each.

10. Except as provided below, none of our public shareholders are holding more than 1% of the pre-Issue share capital of our Company.

Sr. No.	Particulars	No. of Equity Shares	% of Pre Issue paid up Equity Shares	% of Post Issue paid up Equity Shares
1.	Mr. Paresh Mehta	75,210	1.07	0.78

11. Except as provided below, there has been no subscription to or sale or purchase of the securities of our Company within 3 (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.

Sr. No.	Name of Shareholder	Promoter/Promoter Group/Director	Number of Equity Shares	% of Equity Shares	Subscribed/Purchase or Sold/Transferred
1.	Mrs. Indubala Subhash Vora	Promoter & Director	2,220	0.31	Subscribed (Right Issue)
			56,223	7.97	Subscribed (Bonus Issue)
2.	Mr. Sachin Subhash Vora	Promoter & Director	53,000	7.52	Subscribed (Bonus Issue)
3.	Mr. Sumit Subhash Vora	Promoter & Director	51,000	7.23	Subscribed (Bonus Issue)
4.	Mrs. Basanti Kundanmal Vora	Promoter Group	25,000	3.55	Subscribed (Bonus Issue)
5.	Mrs. Rekha Oswal	Promoter Group	5,800	0.82	Subscribed (Right Issue)
			5,500	0.78	Subscribed (Bonus Issue)
6.	Mrs. Kavita Jain	Promoter Group	5,980	0.85	Subscribed (Right Issue)
			3,000	0.43	Subscribed (Bonus Issue)
7.	Mrs. Lushita Vora	Promoter Group	6,504	0.92	Subscribed (Right Issue)
			3,750	0.53	Subscribed (Bonus Issue)
8.	Mrs. Sarika Vora	Promoter Group	11,500	1.63	Subscribed (Right Issue)
			6,000	0.85	Subscribed (Bonus Issue)
9.	Sachin Vora (HUF)	Promoter Group	16,498	2.34	Subscribed (Right Issue)
			8,250	1.17	Subscribed (Bonus Issue)
10.	Sachin Vora (HUF)	Promoter Group	16,498	2.34	Subscribed (Right Issue)
			8,250	1.17	Subscribed (Bonus Issue)

12. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Mrs. Indubala Subhash Vora	Chairman & Whole time Director	16,86,700
Mr. Sachin Subhash Vora	Managing Director	15,90,000
Mr. Sumit Subhash Vora	Whole time Director	15,30,030
Mrs. Sheela Dhawale	CFO	280
Total		48,07,010

13. Except Bonus allotment dated September 06, 2015, there are no Equity Share has purchased / acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within 6 (six) months immediately preceding the date of filing of this Draft Prospectus.
14. Except Bonus allotment dated September 06, 2015, and Right Issue dated March 25, 2015 our Company has not made any issue of equity shares during the preceding 1 (one) year from the date of the Draft Prospectus.
15. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation except rights issue made in financial year 2014-15 details of which is given in sub point no. VII of Note No. 2 above.
16. None of our Promoter, Promoter Group, 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 6 (six) months immediately preceding the date of filing of this Draft Prospectus.

17. 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.
18. As on the date of this Draft Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up.
19. An applicant cannot make an application more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
20. Our Company, our Directors, our Promoters and the LM have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares of our Company from any person.
21. Since the entire issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
22. As on the date of this Draft Prospectus, none of the shares held by our Promoter / Promoter Group are subject to any pledge.
23. The LM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.
24. 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 this Draft Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.
25. At present Our Company does not intend or propose to alter its capital structure for a period of 6 (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. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43(4) of SEBI ICDR Regulations, as amended from time to time.
27. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
28. 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.
29. 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 the Designated Stock Exchange i.e. BSE Limited. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
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 adjustment among the reserved categories shall be added back to the net offer to the public portion.

32. There are no Equity Shares against which depositories receipts have been issued.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. As per RBI regulations, OCBs are not allowed to participate in this Issue.
35. Our Company has not raised any bridge loans against the proceed of the Issue.
36. Our Company shall comply with such disclosure and accounting norms as may be specified by stock exchange, SEBI and other regulatory authorities from time to time.
37. We have not granted any options or issued any shares under any employee stock option or employees stock purchase scheme and we do not intend to allot any Equity Shares to our Employees under ESOS/ESOP scheme from Proposed Issue.
38. We have 23 (Twenty Three) Shareholders as on the date of filing of the Draft Prospectus.
39. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391-394 of the Companies Act, 1956.
40. Our Promoters and Promoter Group will not participate in this Issue.
41. This issue is being made through Fixed Price method.
42. 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.
43. There are no safety net arrangements for this public issue.
44. 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.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 25, 90,000 Equity Shares of our Company at an Issue Price of Rs.12.00 per Equity Share.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME platform of BSE:

The Objects of the Issue are as follows:

- To reduce overall indebtedness of the Company by partial repayment of the outstanding Term Loan from HDFC Bank Limited.
- General Corporate Purposes
- To Meet the Issue Expenses

(Collectively referred as the “Objects”)

In addition, our Company expects to receive the benefits from listing of Equity Shares on the SME Platform of BSE. We believe that listing will enhance our corporate image and brand name of our Company.

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.

The high debt situation has resulted from a combination of factors like High Input Cost Factors, Purchase of Fixed Assets & Machineries and Other related factors in the Auto motive Industry. Further, we have been incurring heavy financial costs due to high debt by way of Term Loan / Cash Credit facility obtained from Bank. Accordingly, our debt equity ratio in the following years has been high due to which our margins have been adversely affected.

Period	As at 31.10.2015	As at 31.03.2015	As at 31.03.2014	As at 31.03.2013
Total Debts (Rs.in Lacs)*	1892.02	2005.02	2391.79	2672.68
Debt Equity Ratio*	1.50	1.54	2.23	2.58

**based upon Restated Financial Statements (Standalone)*

The part repayment/ pre-payment will help reduce our outstanding indebtedness, assist us in maintaining a favorable debt-equity ratio, and enable utilization of our accruals for further investment in business growth and expansion. In addition, we believe that our leverage capacity will improve to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Our Company intends to utilize the proposed Public Issue Proceeds towards the part repayment of Term Loans to the extent of Rs.206.00 Lakhs against the total outstanding balance of Rs.1188.65 Lakhs as on December 15, 2015 obtained from HDFC Bank Limited.

For details of our outstanding borrowings, kindly refer to the Section titled ***“Statement of Financial Indebtedness”*** on page 270 of this Draft Prospectus.

Requirement of Funds

Our funding requirement is depend on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. Such factors may entail rescheduling and / or revising the planned

expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of funds:

Particulars	Amount (In Lacs)
To reduce overall indebtedness of the Company by partial repayment of the outstanding Term Loan from HDFC Bank Limited.	206.00
General corporate purposes	64.30
Issue Expenses	40.50
Total-Gross Issue Proceeds	310.80
Less: Issue Expense	40.50
Net Issue Proceeds	270.30

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

Particulars	Amount (In Lacs)
To reduce overall indebtedness of the Company by partial repayment of the outstanding Term Loan from HDFC Bank Limited.	206.00
General corporate purposes	64.30
Total	270.30

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

Particulars	Amount (In Lakhs)
Net Issue Proceeds	270.30
Total	270.30

Since the entire fund requirements are to be funded from the proceeds of the Issue. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 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.

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

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 and /or Debt.

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 no. 17 of this Draft Prospectus.

Details of the use of the Issue Proceeds

1. Part Repayment of Term Loans taken from HDFC Bank Limited

We have availed debt facilities from **HDFC Bank Limited** pursuant to the sanction letters dated October 20, 2014 and June 26, 2015 for funding the general working capital requirements of our Company in the ordinary course of its business. For further details of the HDFC Credit Facilities, please see the section title “***Statement of Financial Indebtedness***” beginning on page 270 of this Draft Prospectus.

We intend to utilize an amount of 206.00 Lakhs out of the Net Proceeds of the Issue to part repayment of amount outstanding under the loan availed by us from **HDFC Bank Limited** for our business. We may repay/prepay this facility on or prior to the scheduled dates for the repayment/prepayment.

The details of the Term Loans proposed to be repaid out of Net Proceeds of the Issue are provided in the table below:

Sr. No.	Nature of loan facility	Date of sanction letter/facility agreement	Amount (in Rs Lakhs)				Ten or (in Months)	Purpose	Rate of Interest (per annum)*	Repayment Date / Schedule	Pre-payme nt Penalty & Clause , if any ##	Inte rest Rese t, if any
			Sanction ed [#]	Disburse d	Outstandi ng as on 15-12-2015 ^{**}	Proposed to be repaid/ prepaid from the Net Proceeds						
Name of Lender:- HDFC Bank Limited												
1.	Term Loan	20-10-2014	350.00	350.00	295.47	52.50	65	Worki ng Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 64 monthly installments of Rs.7.26 Lakhs per month.	Nil	Nil
2.	Term Loan	20-10-2014	148.75	140.00	120.98	21.50	72	Worki ng Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 71 monthly installments of Rs.2.70 Lakhs per month	Nil	Nil
3.	Term Loan	20-10-2014	200.00	200.00	152.93	26.00	47	Worki ng Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 47 monthly installments of Rs.5.31 Lakhs per month.	Nil	Nil
4.	Term Loan	20-10-2014	240.00	240.00	180.43	30.00	45	Worki ng Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 45 monthly installments of Rs.6.59 Lakhs per month.	Nil	Nil
5.	Term Loan	20-10-2014	250.00	250.00	189.59	32.00	46	Worki ng Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 46 monthly installments of Rs.6.75 Lakhs per month.	Nil	Nil

Sr. No.	Nature of loan facility	Date of sanction letter/facility agreement	Amount (in Rs Lakhs)				Tenor (in Months)	Purpose	Rate of Interest (per annum)*	Repayment Date / Schedule	Pre-payment Penalty & Clause, if any ^{###}	Interest Resert, if any
			Sanctioned [#]	Disbursed	Outstanding as on 15-12-2015**	Proposed to be repaid/prepaid from the Net Proceeds						
6.	Term Loan	20-10-2014	127.13	127.13	111.24	20.00	72	Working Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 71 monthly installments of Rs.2.45 Lakhs per month	Nil	Nil
7.	Term Loan	26-06-2015	196.00	145.55	138.03	24.00	60	Working Capital	Base Rate+1.50% i.e. 10.85%	Repayable in 60 monthly installments of Rs.3.18 Lakhs per month	Nil	Nil

*Current Base Rate of Interest is 9.35% w. e. f September 01, 2015.

As certified by SPJV & Co., Chartered Accountants pursuant to “Statement of Financial Indebtedness**” dated January 19, 2016.

[#] Our Statutory Auditors M/s. Rajasatyen & Associates, Chartered Accountants., vide certificate dated January 19, 2016. , have confirmed that these borrowings have been utilized for the purpose for which they were availed.

^{###}HDFC Bank would levy Annual Charges, Pre Closure charges (Pre-payment should allow up to 20% of the O/s amount for the term loan for every financial year) and Penal Charges in case of an Event of default, as per the Facility documents/ Master Facility Agreement/ Term Loan Agreement. Payment of such prepayment penalty costs, if any, such payment shall be made from the internal accruals of our Company.

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 intends to utilize Rs.64.30 Lakhs for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilizing any surplus amounts.

3. Public Issue Expenses

The total expenses of the Issue are estimated to be approximately Rs.40.50 Lacs, which is 13.03% of the Issue size. The estimated Issue related expenses includes Issue Management Fee, underwriting and management fees, SCSB's commission/fees, selling commission, 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.

The estimated Issue expenses are as under:

Activity	Expenses ¹ (Rs. In Lacs)	% of Total Estimated Issue Expenditure	% of Issue Size
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc.	31.50*	77.78	10.14
Printing and Stationery and postage expenses	2.00	4.94	0.64
Advertising and Marketing expenses	2.00	4.93	0.64
Regulatory fees and other expenses	5.00	12.35	1.61
Total Estimated Issue Expenses	40.50	100.00	13.03

¹Excluding all applicable taxes

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

Proposed year-wise Deployment of Funds and Schedule of Implementation: The proposed year wise break up of deployment of funds is as under:

(Rs.in Lakhs)

Sr. No.	Particulars	Amount already incurred till date	Amount to be deployed in F.Y. 2015-16	Amount to be deployed in F.Y. 2016-17	Total
1.	Partial repayment of the outstanding Term Loan from HDFC Bank Limited.	-	-	206.00	206.00
2.	General corporate purposes	-	-	64.30	64.30
3.	Issue Expenses	7.92	20	12.58	40.50
	Total	7.92	20	282.88	310.80

If the Net Proceeds are not utilised for the objects stated above by Financial Year 2016, the Net Proceeds would be utilised (in part or full) in subsequent periods as may be determined by our Company in accordance with applicable law.

Funds Deployed and Sources of Funds Deployed:

Our Statutory Auditors M/s. Rajasatyen & Associates, Chartered Accountants., have vide certificate dated November 30, 2015 confirmed that as on November 30, 2015 the Company has deployed the following funds from the proposed Requirement of Funds mentioned above. The amount spent so far is towards part of the Issue expenses and the same has been financed through internal sources

Sr. No.	Particulars	Amount (Rs.in Lakhs)
1	Issue Expenses	7.92
	Total	7.92

Sources of Financing for the Funds Deployed

Sr. No.	Particulars	Amount Deployed (Rs.in Lakhs)
1	Internal Accruals	7.92
	Total	7.92

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 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.

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.

Shortfall of Funds

Any shortfall in meeting the cost will be met by way of internal accruals.

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 the SEBI Listing Regulations, the Audit Committee would be reviewing, with the management, the statement of uses / application of funds raised through this issue and shall be making appropriate recommendations to the Board to take up steps in this matter. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

Interim Use of Proceeds

Our management, in accordance with the policies established by our Board of Directors, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds of the Issue for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with schedule commercial banks included in second schedule of Reserve Bank of India Act, 1934.

Variation in Objects

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

Other Confirmations:-

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

BASIC TERMS OF THE ISSUE

Authority for the Issue

This Issue in terms of this Draft Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 06, 2015 and September 11, 2015 respectively and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held September 10, 2015 under section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being offered under the Issue shall be subject to the provisions of our Memorandum and Articles and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividends. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends or any other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please refer to the chapter “*Main Provisions of the Articles of Association*” beginning on page 358 of this Draft Prospectus.

Terms of the Issue

The Equity Shares, now being offered, are subject to the terms and conditions of this Draft Prospectus, Prospectus, Application form, Confirmation of Allocation Note (“CAN”), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, 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 Rs.10.00 each.
Issue Price	Each Equity Share is being offered at a price of Rs.12.00 each and is 1.2 times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 and the multiple of 10,000; subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs.12.00 each shall be payable on Application. For more details please refer “ <i>Issue Procedure</i> ” on page 320 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the 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 Articles of Association</i> ” on page 358 of this 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 the 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 unblock the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

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 312 of this Draft Prospectus.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled "**Risk Factors**", details about our Company under the section "**Our Business**" and its financial statements under the section titled "**Financial Information of the Company**" beginning on page no. 17, page no. 112 and page no. 160 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 has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The Face Value of the Equity Shares is Rs.10.00 and Issue Price is Rs.12.00 per Equity Share i.e. 1.2 times of the Face Value.

QUALITATIVE FACTORS: Following are our Qualitative Factors:

- ❖ Quality standards and ISO certified organisation
- ❖ Experienced and professional management team
- ❖ Stable customer base
- ❖ Wide product range and product segments
- ❖ Well Established Manufacturing Facility

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled "**Our Business**" on page 112 of this Draft Prospectus.

QUANTITATIVE FACTORS: Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Standalone:

Sr. No.	Particulars	Basic & Diluted EPS (Rs.)	Weights
1	FY 2012-13	0.53	1
2	FY 2013-14	0.65	2
3	FY 2014-15	0.32	3
	Weighted Average	0.47	
	For the Period April 1, 2015 to October 31, 2015*	(0.69)	

Consolidated:

Sr. No.	Particulars	Basic & Diluted EPS (Rs.)	Weights
1	FY 2013-14	0.75	1
2	FY 2014-15	0.71	2
	Weighted Average	0.72	
	For the Period April 1, 2015 to October 31, 2015*	(0.62)	

*Not annualised.

Notes:

- i. The Figures disclosed above are based on the Restated Financial statements of the Company.
- ii. The Face Value of Equity Share is Rs.10.00 each after adjusting subdivision of share from face value of Rs.100.00 each to face value of Rs.10.00 each. For further details please refer section titled "**Capital Structure**". The same had been approved by shareholders in the meeting held on September 30, 2015.

- iii. The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity share outstanding during the year. Restated weighted average number of equity share has been calculated in accordance with Accounting Standard 20 – “**Earnings Per Share**” as issued by the Institute of Chartered Accountants of India after adjusting against the Bonus Issue. Bonus shares issued dated September 06, 2015 has been computed for weighted average number of share in calculation of EPS.
- iv. The above ratios should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements.

2. Price Earning (P/E) Ratio in relation to the Issue Price of Rs.12.00 per share:

Standalone:

Sr. No.	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2014-15	37.50
2	P/E ratio based on the Weighted Average EPS, as restated	25.53

Consolidated:

Sr. No.	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2014-15	16.92
2	P/E ratio based on the Weighted Average EPS, as restated	16.67

3. Return on Net Worth (RoNW)*:

Standalone:

S. No	Particulars	RONW (%)	Weights
1.	FY 2012-13	3.23	1
2.	FY 2013-14	3.85	2
3.	FY 2014-15	1.55	3
	Weighted Average	2.59	6
	For the Period April 1, 2015 to October 31, 2015*	(3.87)	

Consolidated:-

S. No	Particulars	RONW (%)	Weights
1.	FY 2013-14	4.38	1
2.	FY 2014-15	3.37	2
	Weighted Average	3.70	3
	For the Period April 1, 2015 to October 31, 2015*	(3.37)	

*Not annualised.

Note: The RoNW has been computed by dividing profit after tax by net worth.

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

Standalone:

- Based on Basic and Diluted EPS, as restated of FY 2014-15 Rs. 0.32 at an Issue Price of Rs.12.00:
 - 1.97% on the restated financial statements.
- Based on Adjusted Weighted Average EPS, as restated of Rs. 0.47 at an Issue Price of Rs.12.00:

- 2.86% on the restated financial statements.

Consolidated:

- Based on Basic and Diluted EPS, as restated of FY 2014-15 Rs. 0.71 at an Issue Price of Rs.12.00:
 - 4.27% on the restated financial statements.
- Based on Adjusted Weighted Average EPS, as restated of Rs. 0.72 at an Issue Price of Rs.12.00:
 - 4.34% on the restated financial statements.

5. Net Asset Value per Equity Share:

Sr. No	Particulars	Standalone	Consolidated
		NAV (Rs)	NAV (Rs)
1	FY 2012-13	25.86	Not Applicable
2	FY 2013-14	26.90	27.05
3	FY 2014-15	27.79	28.44
4	As at October 31, 2015	17.83	18.33
	Issue Price	12.00	12.00
	NAV after Issue	16.27	16.63

6. Comparison of Accounting Ratios with Industry Peer:

Currently we are mainly engaged in the business manufacturing and supplying of precision machined components and there is no listed peer group company which are strictly comparable to us with respect to the industry and business segment in which we operate and the size of our company.

- The Face Value of our shares is Rs.10.00 per share and the Issue Price is of Rs.12.00 per share is 1.2 times of the Face Value.
- Our Company in consultation with the Lead Manager believes that the Issue Price of Rs.12.00 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 this Draft Prospectus to have more informed view about the investment.
- Investors are requested to see the section titled "**Risk Factors**" and "**Financial Information of the Company**" beginning on pages 17 and 160 respectively of this Draft Prospectus, including important profitability and return ratios, as set out in "**ANNEXURE AA - Statement of Mandatory Accounting Ratios**" on page 217 of this Draft Prospectus to have a more informed view.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Kranti Industries Limited

Dear Sir,

Sub. : Statement of Possible Tax Benefits Available to the Company and its shareholders with regards to Initial Public Offer of Kranti Industries Limited

We hereby confirm that the enclosed statement provides the possible tax benefits available to **Kranti Industries Limited**. (**"The Company"**) and its shareholders under the Income Tax Act, 1961 (provisions of Finance Act, 2015), 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 relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon the fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

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

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India.

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

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

For, Rajasatyen and Associates
Chartered Accountants
F. R. No. 115851W

Rajasatyen M. Pardeshi
Proprietor
M. No. 100147
Place: - Pune
Date: - November 30, 2015

ANNEXURE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS

I. Benefits available to the Company under the Income Tax Act, 1961

(i) Special Tax Benefits

1. Special tax benefits available to the company

There are no special tax benefits available to the Company

2. Special tax benefits available to the shareholders of the company

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

(ii) General Tax Benefits

The Income Tax Act, 1961 and presently in force in India, make available the following general tax benefits to companies and to their shareholders. Several of these benefits are dependent on the companies or their shareholders fulfilling the conditions prescribed under the relevant provisions of the statute.

I. Benefits to the company under the Income Tax Act, 1961 ("the Act"):

The Company will be entitled to deduction under the sections mentioned hereunder from its total income chargeable to Income Tax.

(a) Business Income

1. The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act
2. Business losses, if any, for an assessment year can be carried forward and set off against business profits for 8 subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.
3. As per the provisions of section 32(1)(iia) of the Act, The company is entitled to claim additional depreciation of 20% of the actual cost of any new machinery or plant which has been acquired and installed after 31st March, 2005 subject to fulfilment of conditions prescribed therein.
4. As per provisions of Section 35 (1) (ii) and (iii) of the Act, in respect of any sum paid to a scientific research association which has as its object the undertaking of scientific research, or to any approved university, College or other institution to be used for scientific research or for research in social sciences or statistical scientific research to the extent of a sum equal to one and one fourth times the sum so paid. Under Section 35 (1) (iia) of the Act, any sum paid to a company, which is registered in India and which has as its main object the scientific research and development, and being approved by the prescribed authority and such other conditions as may be prescribed, shall also qualify for a deduction of one and one fourth times the amount so paid.
5. As per provisions of Section 35(2AA) of the Act, any contribution made Notified Institutions i.e. National Laboratory, University, Indian Institute of Technology, specified persons as approved by the prescribed authority, is available to the extent of one and one fourth times of such payment made.

(b) Mat Credit

1. The amount of tax paid under section 115JB by the Company for any assessment year beginning on or after 1st April, 2006 will be available as credit to the extent specified in section 115JAA against normal income-tax payable in subsequent assessment years.

Minimum Alternative Tax as follows-

Book Profits	A.Y. 2016-17		
	Tax	Surcharge	Cess
If Book Profits are less than or Equal to 1 Crore	18.5%	-	3%
If Book Profits are Greater than 1 Crore but do not exceed 10 Crore	18.5%	5%	3%
If Book Profits are Greater than to 10 Crore	18.5%	10%	3%

- In accordance with the provisions of Section 115JAA, from assessment year 2010-11 the credit is available for ten years succeeding the assessment year in which MAT credit becomes allowable.

(c) Capital Gains

(i) Computation of Capital Gains

- Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.
- Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
- Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short-term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short- term capital assets. This amendment is applicable on and after 10th July, 2014.
- Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
- LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
- Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
- As per the provisions of Section 48 of the Act, Long term Capital Gain arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at

a rate of 30% (plus applicable surcharge plus education cess plus higher education cess) in case of a company. No deduction under Chapter VIA is allowed from such income.

10. As per the provisions of section 112 of the Act, long-term capital gains to the extent not exempt under Section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge plus education cess plus higher education cess with indexation benefits). However, as per the proviso to Section 112 of the Act, if the tax on long-term capital gains is resulting from transfer of listed securities or units or zero coupon bonds, then long term capital gain will be chargeable to tax at the rate lower of the following: -

- a. 20% (plus applicable surcharge plus education cess plus higher education cess of the capital gains as computed after indexation of the cost; or
- b. 10% (plus applicable surcharge plus education cess plus higher education cess) of the capital gains as computed without indexation.

However, Finance Act, 2014 has amended the provisions of section 112 allowing the concessional rate of tax of ten per cent on long term capital gain to listed securities (other than unit) and zero coupon bonds. This amendment is applicable on and after 10th July, 2014.

11. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
12. As per Section 50 of the Act, where a capital asset is forming part of a block of assets in respect of which depreciation has been allowed under the Act, capital gains shall be computed in the following manner:
- a. where full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer, exceeds the written down value of block of assets and actual cost of assets acquired during the year, such excess shall be deemed to be short term capital gains and taxed accordingly.
 - b. where any block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising on result of transfer and the written down value of block of assets and the actual cost of assets acquired during the year, shall be deemed to be short term capital gains/ (losses) and taxed accordingly.
13. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
14. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long - term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. As per the provisions of section 54D of the Act and subject to the conditions to the extent specified therein, capital gains arising on compulsory acquisition of land & building or any right therein used by an industrial undertaking, will be exempt from tax if the capital gains are invested in "land, building, or any right therein within 3 years from the date of compulsory acquisition for the purpose of shifting / re-establishing/ setting up another industrial undertaking" subject to lower of Capital Gain or the Cost of acquisition of new land and building.
2. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - a. National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b. Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

(d) Securities Transaction Tax (STT)

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

(e) Dividends

1. U/s 10(34) read with section 115-O of the Act, dividend income (whether interim or final) in the hands of the company as distributed or paid by any other domestic on or after April 1, 2004 is completely exempt from tax in the hands of the company.
2. The domestic company distributing dividends will be liable to pay dividend distribution tax at the applicable rate on net basis on the amount of dividend payable applicable surcharge and education cess and secondary and higher education cess on the amount of dividend distribution tax and surcharge thereon)
3. Further w.e.f 1st October 2014, Finance Act 2014, has amended section 115-O in order to provide that for the purpose of determining the tax on distributed profits payable in accordance with the section 115-O, any amount which is declared, distributed or paid by any domestic Company out of current or accumulated profit on or after 1 April 2003 is to be reduced by any amount of dividend as received by the company from its subsidiary or from foreign companies during the financial year, shall be increased to such amount as would, after reduction of the tax on such increased amount at the rate of 15%, be equal to the net distributed profits.
4. Therefore, the amount of distributable income and the dividends which are actually received by the unit holder of mutual fund or shareholders of the domestic company need to be grossed up for the purpose of computing the additional tax.
5. Further, if the company being a holding company, has received any dividend from its subsidiary on which dividend distribution tax has been paid by such subsidiary, then company will not be required to pay dividend distribution tax to the extent the same has been paid by such subsidiary company.
6. As per section 10(35) of the Act, the following income will be exempt from tax in the hands of the Company:
 - (i) Income received in respect of the units of a Mutual Fund specified under section 10(23D) (other than income arising from transfer of such units); or
 - (ii) Income received in respect of units from the Administrator of the specified undertaking; or
 - (iii) Income received in respect of units from the specified company:However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.
For this purpose (i) "Administrator" means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) "Specified Company" means a company as referred to in section 2(h) of the said Act.
7. As per the provisions of section 115BBD of the act, dividend Received by an Indian company from a Specified Foreign Company (in which it has shareholding of 26% or more) would be taxable at the Concessional rate of 15% on gross basis (excluding surcharge and Education cess) up to march 31, 2014. As per finance act, 2014, the Benefit of lower rate of 15% is extended without limiting it to a Particular assessment year.

8. For removing the cascading effect of dividend distribution tax, while computing the amount of dividend distribution tax payable. By a domestic company, the dividend received from a foreign Subsidiary on which income-tax has been paid by the Domestic Company under section 115BBD of the act shall be reduced.

(f) Tax Treaty Benefits

As per the provisions of section 90, for taxes on income paid in Foreign Countries with which India has entered into Double Taxation Avoidance Agreements (Tax Treaties from projects/activities undertaken thereat), the Company will be entitled to the deduction from the India Income-tax of a sum calculated on such doubly taxed income to the extent of taxes paid in Foreign Countries. Further, the company as a tax resident of India would be entitled to the benefits of such Tax Treaties in respect of income derived by it in foreign countries. In such cases the provisions of the Income tax Act shall apply to the extent they are more beneficial to the company. Section 91 provides for unilateral relief in respect of taxes paid in foreign countries

(g) Buy Back of Shares

As per section 115QA of the Act, an Indian unlisted company will have to pay 20% tax on 'distributed income' on buy-back of shares. Distributed income has been defined to mean consideration paid by the Indian unlisted company for purchase of its own shares as reduced by the amount which was received by the Indian unlisted company at the time of issue of such shares. The said provision has come into effect from 1 June 2013.

(h) Other Provisions

As per provisions of Finance Act, 2015, it is proposed to reduce the basic tax rate in the case of Companies from 30% to 25% over the next four years, starting from next financial year i.e. FY 2016-17

1. As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of a specified amount in respect of eligible donations, subject to the fulfilment of the conditions specified in that section.
2. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

II. Benefits available to Resident Shareholders under the Income Tax Act, 1961

• **Business Income**

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

• **Dividends**

As per the provisions of section 10(34) read with section 115-O of the Act, dividend (whether interim or final) declared, distributed or paid by the domestic company on or after 1st April, 2004 is completely exempt from tax.

• **Capital Gains**

(i) Computation of Capital Gains

1. Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.
2. Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.

3. In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
4. Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short-term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short- term capital assets. This amendment is applicable on and after 10th July, 2014.
5. Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
6. LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
7. The Finance Act 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act. However, in case the shareholder is a Company, income by way of long term capital gain shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") under section 115JB of the I.T. Act.
8. As per the provisions of Section 48 of the Act, Long term Capital Gain arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
9. As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at a rate applicable to the assessee (plus applicable surcharge plus education cess plus higher education cess). No deduction under Chapter VIA is allowed from such income.
10. As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.
11. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
12. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
13. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - (a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - (b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

2. In addition to the same, some benefits are also available to a resident shareholder being an individual or HUF.
3. As per the provisions of section 54F of the Act and subject to the conditions specified therein, long term capital gains (in cases not covered under section 10(38)) arising on the transfer of the shares of the Company held by an individual or Hindu Undivided Family will be exempt from tax if the net consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of a residential house, or for construction of a residential house within three years from the date of transfer.
4. As per provisions of Section 56(2)(vii) of the Income Tax Act and subject to exception provided in second proviso therein, where an individual or a HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value (as defined) of the shares and securities by an amount exceeding Rs. 50,000, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head "income from other sources". However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.
5. No income tax is deductible at source from income by way of capital gains under the present provisions of the Act in case of residents.

● **Buy Back of Shares**

As per the Finance Act 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.

● **Other Provisions**

1. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
2. The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
3. Under Section 10(32) of the Act, any income of minor children clubbed in the total income of the parent under section 64(1A) of the Act will be exempted from tax to the extent of Rs.1, 500/- per minor child.

III. Tax Benefits available to the Non-Resident Indian Shareholders

(a) Business Income

As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income.

(b) Dividends

As per the provisions of section 10(34) read with section 115-O of the Act, dividend (whether interim or final) received by non-resident shareholders from domestic company on or after 1st April, 2004 is completely exempt from tax.

(c) Capital Gains

(i) Computation of Capital Gains

1. Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long – term capital assets, capital gains arising from the transfer of which are termed as long – term capital gains ('LTCG'). In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long – term capital assets.
2. Short Term Capital Gains ('STCG') means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
3. In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.
4. Finance Act, 2014 has amended section 2(42A) of the Act whereby capital assets, being security (other than a unit) listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of equity oriented fund or a zero coupon bond, held by an assessee for not more than twelve months are considered to be short–term capital asset. In respect of any other capital assets, the holding period should not exceed thirty – six months to be considered as short– term capital assets. This amendment is applicable on and after 10th July, 2014.
5. Therefore, capital asset being unlisted share or unit of mutual fund (other than an equity oriented mutual fund) shall be short-term capital asset if it is held for not more than thirty-six months.
6. LTCG arising on transfer of equity shares of a company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) or a unit of business trust as defined in section 2(13A), is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
7. The Finance Act 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act. However, incase the shareholder is a Company, income by way of long term capital gain shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") under section 115JB of the I.T. Act.
8. As per first proviso to Section 48 of the Act, where the shares have been purchased in foreign currency by a non-resident, the capital gains arising on its transfer need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration received or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates

stipulated. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee. Further, LTCG arising from transfer of unlisted securities (other than by way of offer for sale under an initial public offer) is chargeable to tax at 10% without indexation and foreign exchange fluctuation benefits

9. As per the provisions of section 111A, short term capital gains arising from the transfer of equity shares in any company or units of an equity oriented mutual fund transacted through a recognized stock exchange shall be subject to tax @ 15% provided such a transaction is entered in after the 1st day of Oct, 2004 and transaction is subject to security transaction tax. Further, short term capital gains as computed above that are not liable to STT would be subject to tax at normal rates applicable (plus applicable surcharge plus education cess plus higher education cess) to the taxpayer. No deduction under Chapter VIA is allowed from such income.
10. As per provisions of Section 112 of the Act, LTCG arising on transfer of listed securities not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. The indexation benefits are however not available in case the shares are acquired in foreign currency. In such a case, the capital gains shall be computed in the manner prescribed under the first proviso to Section 48.
11. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
12. As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
13. As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.

(ii) Exemption of capital gains from income-tax

1. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - (a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - (b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time with in a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

2. In addition to the same, some benefits are also available to a resident shareholder being an individual or HUF.
3. As per the provisions of section 54F of the Act and subject to the conditions specified therein, long term capital gains (in cases not covered under section 10(38)) arising on the transfer of the shares of the Company held by an individual or Hindu Undivided Family will be exempt from tax if the net consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of one residential house in India, or for construction of one residential house within three years from the date of transfer.
4. As per provisions of Section 56(2)(vii) of the Income Tax Act and subject to exception provided in second proviso therein, where an individual or a HUF receives shares and securities without consideration or for a consideration which

is less than the aggregate fair market value (as defined) of the shares and securities by an amount exceeding Rs. 50,000, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head “income from other sources”. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.

(d) Buy Back of Shares

As per the Finance Act 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.

(e) Tax Treaty Benefits

As per the provisions of section 90(2), non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the non-resident tax payer is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.

(f) Other Provisions

1. As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
2. The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
3. Under Section 10(32) of the Act, any income of minor children clubbed in the total income of the parent under section 64(1A) of the Act will be exempted from tax to the extent of Rs.1, 500/- per minor child.

(g) Concessional Tax Regime for NRIs:

- Special provisions in case of Non-Resident Indian (‘NRI’) in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:
 - NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
 - Specified foreign exchange assets include shares of an Indian company which are acquired / purchased / subscribed by NRI in convertible foreign exchange.
1. In accordance with section 115E, income from investment or income from long- term capital gains on transfer of assets other than specified asset shall be taxable at the rate of 20% ((plus applicable surcharge plus education cess plus higher education cess). Income by way of long term capital gains in respect of a specified asset (as defined in section 115C (f) of the act), shall be chargeable at 10% (plus applicable surcharge plus education cess plus higher education cess).
 2. In case of a shareholder being a non-resident Indian, and subscribing to the share in convertible foreign exchange in accordance with and subject to the conditions and to the extent specified in Section 115F of the Act, the non resident Indian shareholder would be entitled to exemption from long term capital gains (not covered by sections 10(38)) on the transfer of shares in the Company upon investment of net consideration in modes as specified in sub-section (1) of Section 115F.
 3. In accordance with the provisions of Section 115G of the Act, Non Resident Indians are not obliged to file a return of income under Section 139(1) of the Act, if their only source of income is income from investments or long term capital gains earned on transfer of such investments or both acquired out of convertible foreign exchange, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
 4. In accordance with the provisions of Section 115H of the Act, when a Non Resident Indian become assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer along with his return of income for that year under Section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him

in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

5. As per the provisions of section 115 I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that year under Section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

IV. Tax Benefits available to the Foreign Institutional Investors ("FIIs")

(a) Dividends

As per section 10(34) of the Act, income earned by way of dividend income from the domestic company referred to in section 115-O of the act is exempt from tax.

(b) Long Term Capital Gain

As per section 10(38) of the Act, long term capital gains arising from the transfer of a long term capital asset being an equity share in a company or a unit of an equity oriented fund, where such transaction is chargeable to securities transaction tax, will be exempt. It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

(c) Capital Gains

1. As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge plus education cess plus higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act. Finance Act, 2014 has inserted a provision that the amount of income tax calculated on the income by way of interest referred in section 194LD shall be at the rate of five percent. The said provision was made applicable in case of interest payable at any time on or after 1 June 2013 but before 1 June 2015 to FIIs and QFIs on their investments in Government securities and rupee denominated corporate bonds provided that the rate of interest does not exceed the rate notified by the Central Government in this regard.
2. As per section 115 AD read with section 111A of the Act, short term capital gains arising from the sale of equity shares of the Company transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus higher education cess).
3. In case of a shareholder being a Foreign Institutional Investor (FII), in accordance with and subject to the conditions and to the extent specified in Section 115AD of the Act, tax on long term capital gain (not covered by sections 10(36) and 10(38)) will be 10% and on short term capital gain (other than referred to in section 111A) will be 30% as increased by a surcharge and Education cess at an appropriate rate on the tax so computed in either case.
4. The tax rates mentioned above stands increased by applicable surcharge, education cess and higher education cess on the total income.
5. In accordance with and subject to the conditions and to the extent specified in section 54EC of the act, the company would be entitled to exemption from tax on gains arising from transfer of the long term capital asset (not covered by section 10(36) and 10(38)) if such capital gain is invested within a period of six months from the date of transfer in bonds redeemable after three years and issued by:-
 - a) National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - b) Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year and subsequent financial year.

Where the long term specified assets is transferred or converted into money at any time with in a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the long term specified assets is transferred or converted into money.

6. The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed that the FIIs earning income from transaction in securities (other than short term capital gains arising on transactions on which securities transaction tax is not chargeable) shall be excluded from the chargeability of MAT and the profit corresponding to such income shall be reduced from the book profit . It is also provided that the expenses incurred to earn these income would be allowed as deduction from book-profits. Thus, the net capital gain shall stand excluded from book profit. These amendments will take effect from 1st April 2016 and apply in subsequent years.

(d) Securities Transaction Tax

As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

(e) Tax Treaty Benefits

As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the FII is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.

The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors

V. Tax Benefits Available To Mutual Funds

1. Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115O of the Act.
2. In case of a shareholder being a Mutual fund, as per the provisions of Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, mutual Funds set up by public sector banks or bank financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from Income Tax, subject to the conditions as the Central Government may by notification in the Official Gazette specify in this behalf. However, the mutual funds shall be liable to pay tax on distributed income to unit holders under section 115 R of the act.

VI. Tax Benefits Available To Venture Capital Companies/Funds

1. In case of a shareholder being a Venture Capital Company / Fund, as per the provisions of Section 10(23FB) of the Act, any income of Venture Capital Companies / Funds registered with the Securities and Exchange Board of India, would exempt from Income Tax, subject to the conditions specified. However, the exemption is restricted to the Venture Capital Company and Venture Capital Fund set up to raise funds for investment in a Venture Capital Undertaking, which is engaged in the business as specified under section 10(23FB)(C). However, the income distributed by the Venture Capital Companies/ Funds to its investors would be taxable in the hands of the recipients.
2. In the case of Foreign Venture Capital Companies / Funds who are non-residents, as per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the relevant tax treaty to the extent they are more beneficial

to the non-resident. Thus, the applicable Tax Treaty provisions also need to be examined and factored for final and more favorable implications.

3. The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed to grant Tax pass through status for SEBI registered Category-I and Category-II Alternative Investment Funds (AIFs), subject to conditions contained therein. These amendments will take effect from 1st April 2016 and apply in subsequent years.

VII. Tax Benefits Available Under The Wealth Tax Act, 1957

1. Wealth tax is chargeable on prescribed assets. As per provisions of Section 2(m) of the Wealth Tax Act, 1957, the Company is entitled to reduce debts owed in relation to the assets which are chargeable to wealth tax while determining the net taxable wealth
2. Shares of the company held by the shareholder will not be treated as an asset within the meaning of section 2(ea) of Wealth Tax Act, 1957. Hence, no wealth tax will be payable on the market value of shares of the company held by the shareholder of the company.

Note: Wealth Tax is to be abolished in India with Effect from 01 April, 2016 by Finance Act, 2015

NOTES:

1. All the above possible benefits are as per the current tax laws as amended by the Finance Act, 2015.
2. All the above possible benefits are as per the current tax laws and will be available only to the sole / first named holder in case the shares are held by joint holder.
3. In respect of non-residents, tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the double taxation avoidance agreements, if any, between India and the country in which the non-residential has fiscal domicile.
4. In the above statement only basic tax rates have been enumerated and the same is subject to applicable surcharge plus education cess plus higher education cess, wherever applicable.
5. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.
6. In view of the individual nature of tax consequence, each investor is advised to consult his/her /its own tax advisor with respect of specific tax consequence of his / her / its participation in the scheme. The share holder is also advised to consider in his / her / its own case, the tax implication of an investment in equity Shares, particularly in view of the fact that certain recently enacted legislation may not have direct legal precedent or may have a different interpretation on the benefits which investor can avail.

SECTION IV – ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OVERVIEW

Global growth declined in the first half of 2015, reflecting a further slowdown in emerging markets and a weaker recovery in advanced economies. It is now projected at 3.1 percent for 2015 as a whole, slightly lower than in 2014, and 0.2 percentage point below the forecasts in the July 2015 World Economic Outlook (WEO) Update. Prospects across the main countries and regions remain uneven. Relative to last year, growth in advanced economies is expected to pick up slightly, while it is projected to decline in emerging market and developing economies. With declining commodity prices, depreciating emerging market currencies, and increasing financial market volatility, downside risks to the outlook have risen, particularly for emerging market and developing economies. Global activity is projected to gather some pace in 2016. In advanced economies, the modest recovery that started in 2014 is projected to strengthen further. In emerging market and developing economies, the outlook is projected to improve in particular, growth in countries in economic distress in 2015 (including Brazil, Russia, and some countries in Latin America and in the Middle East), while remaining weak or negative, is projected to be higher next year, more than offsetting the expected gradual slowdown in China. [\(Source:-IMF- World Economic Outlook Update October 2015\)](#)

Advanced Economies

Growth in advanced economies in the first half of 2015 remained modest. For most emerging market economies, external conditions are becoming more difficult. Financial market volatility rose sharply during the summer, with declining commodity prices and downward pressure on many emerging market currencies. Capital inflows have slowed, and the liftoff of U.S. policy rates from the zero lower bound is likely to herald some further tightening of external financial conditions. And while the growth slowdown in China is so far broadly in line with forecasts, its cross-border repercussions appear larger than previously envisaged. This is reflected in weakening commodity prices (especially those for metals) and weak exports to China.

Growth has fallen short of forecasts over the past four years. A comparison of output growth for advanced economies for 2011–14 with the forecast in the April 2011 WEO shows an aggregate over prediction over the horizon of about 1 percentage point. However, the over prediction of employment growth (0.3 percentage point) is much lower. And for a range of economies—including Germany, Japan, Korea, and the United Kingdom— the over prediction of output growth has instead been associated with an under prediction of employment growth. In other words, labor productivity has fallen well short of predictions. Although the recently elevated “employment intensity” of growth has helped reduce unemployment in a number of countries, the low rate of output growth implies that unemployment is still high and that output gaps are sizable in a number of advanced economies. [\(Source:-IMF- World Economic Outlook Update October 2015\)](#)

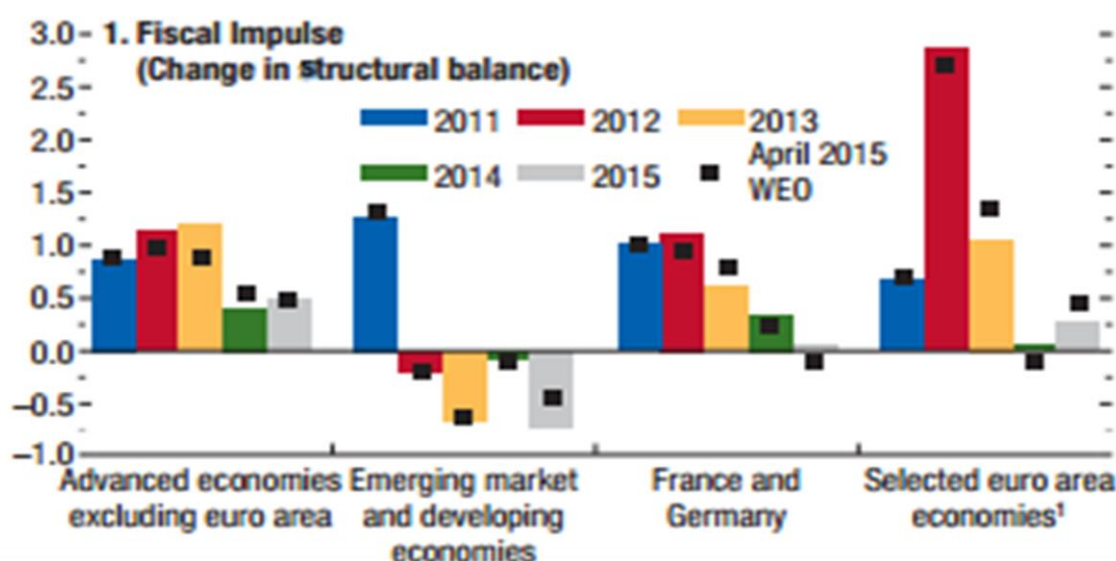
Emerging Markets and Developing Economies

After a strong rebound to almost 7½ percent after the global financial crisis, real GDP growth in emerging market and developing economies decreased from about 6.3 percent in 2011 to 4.6 percent in 2014. In 2015, it is projected to decline further to 4 percent. With this decline, growth for the entire group in 2014 was about 1 percentage point below the average growth recorded during 1995–2007.

Larger deviations from the average in the major emerging market economies heavily influenced these outcomes for the group, which are calculated using GDP weights. And among emerging market and developing economies, the slowdown has not been universal—for almost 40 percent of them; growth in 2011–14 was above the 1995–2007 average of 0.3.

Against the backdrop of such variation, it should not come as a surprise that slightly more than half of the variation in the 2011–14 change in growth in emerging market and developing economies appears to have resulted from country-specific factors.

Changes in growth in all partner countries seem to have been a more relevant factor than changes in partner advanced economies only, perhaps a reflection of increased trade within the group of emerging market and developing economies. Fiscal consolidation is projected to moderate in advanced economies over the forecast horizon Figure below. In emerging markets, the fiscal policy stance is projected to turn more expansionary to offset the slowdown. On the monetary policy front, U.S. policy rates are expected to increase beginning in late 2015. Monetary policy normalization in the United Kingdom is projected to begin in 2016 (consistent with market expectations). [\(Source: - IMF- World Economic Outlook Update October 2015\)](#)



[\(Source: - IMF- World Economic Outlook Update October 2015\)](#)

INDIAN ECONOMY OUTLOOK

India is set to emerge as the world's fastest-growing major economy by 2015 ahead of China, as per the recent report by The World Bank. India's Gross Domestic Product (GDP) is expected to grow at 7.5 per cent in 2015, as per the report.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

[\(Source: - http://www.ibef.org/economy/indian-economy-overview\)](http://www.ibef.org/economy/indian-economy-overview)

Market size

According IMF World Economic Outlook April, 2015, India ranks seventh globally in terms of GDP at current prices and is expected to grow at 7.5 per cent in 2016.

India's economy has witnessed a significant economic growth in the recent past, growing by 7.3 per cent in 2015 as against 6.9 per cent in 2014. The size of the Indian economy is estimated to be at Rs 129.57 trillion (US\$ 2.01 trillion) for the year 2014 compared to Rs 118.23 trillion (US\$ 1.84 trillion) in 2013.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2014-15 is Rs 106.4 trillion (US\$ 1.596 trillion), as against Rs 99.21 trillion (US\$ 1.488 trillion) in 2013-14, registering a growth rate of 7.3 per cent. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent. (Source: - <http://www.ibef.org/economy/indian-economy-overview>)

Investments/developments

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. Some of them are as follows:

India has emerged as one of the strongest performers with respect to deals across the world in terms of mergers and acquisitions (M&A). M&A activity increased in 2014 with deals worth US\$ 38.1 billion being concluded, compared to US\$ 28.2 billion in 2013 and US\$ 35.4 billion in 2012. The total transaction value for the month of May 2015 was US\$ 3.3 billion involving a total of 115 transactions. In the M&A space, pharma continues to be the dominant sector amounting to 23 per cent of the total transaction value.

- ❖ India's Index of Industrial Production (IIP) grew by 4.1 per cent in April 2015 compared to 2.5 per cent in March 2015. The growth was largely due to the boost in manufacturing growth, which was 5.1 per cent in April compared to 2.8 per cent in the previous month.
- ❖ India's Consumer Price Index (CPI) inflation rate increased to 5.01 per cent in May 2015 compared to 4.87 per cent in the previous month. On the other hand, the Wholesale Price Index (WPI) inflation rate remained negative at 2.36 per cent for the seventh consecutive month in May 2015 as against negative 2.65 per cent in the previous month, led by low crude oil prices.
- ❖ India's consumer confidence continues to remain highest globally for the fourth quarter in a row, riding on positive economic environment and lower inflation. According to Nielsen's findings, India's consumer confidence score in the first quarter of 2015 increased by one point from the previous quarter (Q4 of 2014). With a score of 130 in the first quarter (2015), India's consumer confidence score is up by nine points from the corresponding period of the previous year (Q1 of 2014) when it stood at 121.
- ❖ India's current account deficit reduced sharply to US\$ 1.3 billion (0.2 per cent of GDP) in the fourth quarter of 2015 compared to US\$ 8.3 billion (1.6 per cent of GDP) in the previous quarter, indicating a shrink in the current account deficit by 84.3 per cent quarter-on-quarter basis.
- ❖ India's foreign exchange reserve stood at a record high of US\$ 354.28 billion in the week up to June 12, 2015 – indicating an increase of US\$ 1.57 billion compared to previous week.
- ❖ Owing to increased investor confidence, net Foreign Direct Investment (FDI) inflows touched a record high of US\$ 34.9 billion in 2015 compared to US\$ 21.6 billion in the previous fiscal year, according to a Nomura report. The report indicated that the net FDI inflows reached to 1.7 per cent of the GDP in 2015 from 1.1 per cent in the previous fiscal year. (Source: - <http://www.ibef.org/economy/indian-economy-overview>)

Government Initiatives

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy. This initiative is expected to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Currently, the manufacturing sector in India contributes over 15 per cent of the GDP. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP. Following the government's initiatives several plans for investment have been undertaken which are as follows:

Foxconn Technology group, Taiwan's electronics manufacturer, is planning to manufacture Apple iPhones in India. Besides, Foxconn aims to establish 10-12 facilities in India including data centers and factories by 2020.

- ❖ India Electronics and Semiconductor Association (IESA) and Nasscom have signed a MoU to push electronics manufacturing share to 25 per cent of GDP by 2025. Under the MoU approval has been given to 21 electronic clusters.
- ❖ Hyderabad is set to become the mobile phone manufacturing hub in India and is expected to create 150,000 – 200,000 jobs. Besides, the Telangana Government aims to double IT exports to Rs 1.2 trillion (US\$ 18.7 billion) by 2019.
- ❖ Ford Motor Company has started working on plans to manufacture EcoSport in India for exporting it to US. The company has provided the quotation for 90,000 units every year, which is greater than the vehicles it sells in India.
- ❖ Hyundai Heavy Industries (HHI) and Hindustan Shipyard Ltd have joined hands to build warships in India. Besides, Samsung Heavy Industries and Kochi Shipyard will be making Liquefied Natural Gas (LNG) tankers.
- ❖ Mercedes-Benz plans to increase the number of cars it manufactures in India by doubling the capacity to 20,000 vehicles a year and has come up with a new plant in Pune.

Based on the recommendations of the Foreign Investment Promotion Board (FIPB), the Government of India has approved 10 proposals of FDI amounting to Rs 2,857.83 crore (US\$ 445.21 million) approximately. Out of the 10 approved proposals, six belonged to the pharmaceutical sector with a total value of Rs 1,415 crore (US\$ 221.05 million) excluding the outflows.

The Union Cabinet, chaired by the Prime Minister Mr Narendra Modi, has given its approval to enter into a Memorandum of Understanding (MoU) for strengthening cooperation in the field of Micro, Small and Medium Enterprises (MSMEs), between India and Sweden. The purpose of the MoU is to achieve and promote cooperation between MSMEs of the two countries by providing a structured framework and creating an environment to identify each other's technologies, strengths, markets, policies, etc.

The Government of India has launched an initiative to create 100 smart cities as well as Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for 500 cities with an outlay of Rs 48,000 crore (US\$ 7.47 billion) and Rs 50,000 crore (US\$ 7.78 billion) crore respectively. Smart cities are satellite towns of larger cities which will consist of modern infrastructure and will be digitally connected. The program was formally launched on June 25, 2015. The Phase I for Smart City Kochi (SCK) is set to launch in July 2015 which will be built on a total area of 650,000 sq. ft., having a floor space greater than 100,000 sq. ft. Besides, it will also generate a total of 6,000 direct jobs in the IT sector. (*Source: - <http://www.ibef.org/economy/indian-economy-overview>*)

Road Ahead

The International Monetary Fund (IMF) and the Moody's Investors Service have forecasted that India will witness a GDP growth rate of 7.5 per cent in 2016, due to improved investor confidence, lower food prices and better policy reforms. Besides, according to mid-year update of United Nations World Economic Situation and Prospects, India is expected to grow at 7.6 per cent in 2015 and at 7.7 per cent in 2016.

As per the latest Global Economic Prospects (GEP) report by World Bank, India is leading The World Bank's growth chart for major economies. The Bank believes India to become the fastest growing major economy by 2015, growing at 7.5 per cent.

Furthermore, initiatives like Make in India and Digital India will play a vital role in the driving the Indian economy.

(*Source: - <http://www.ibef.org/economy/indian-economy-overview>*)

Indian Automotive and Auto Component Industry

Introduction

The automotive industry in India is one of the main pillars of the economy. With strong backward and forward linkages, it is a key driver of growth. Liberalization and conscious policy interventions over the past few years created a vibrant, competitive market, and brought several new players, resulting in capacity expansion in automobile industry and generation of huge employment. (*Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in*)

The contribution of this sector to the National GDP rose from 2.77% in 1992-93 to about 7.1% now. It provides direct and indirect employment to over 19 million people. India is fast turning into a global automotive hub. The sector has displayed an uneven growth trajectory over the last few years, with a slow-down in 2007-08, then showing marginal recovery, both in terms of sales as well as in production next year that led to a dramatic increase of 25-27% in 2009-10 and 2010-13. However, for the last two financial years in continuation, the industry has gone into recession. Barring the scooter/two wheelers segment, each and every other vehicle segment showed negative growth in the year 2013-14, commercial vehicles being the most effected with 21%

growth in production and passenger vehicles showing a growth of 4.6% indicating reduced demand among the common people who would have aspired to buy a passenger car. Even commercial passenger carriers have shown negative growth in production to the tune of 19.86% directly impacting the growth of public transportation. After a capacity creation of ₹22 billion in 2011-12, the automotive industry is now suffering from excess capacity and suppressed demand leading to lay-offs. Some of the areas causing distress in the automotive sector are: slowdown in economic growth, high cost of vehicle finance, high interest rates, high fuel prices, high inflation and negative market sentiments, increase in the commodity prices, high customs duty on alloy steel, aluminium alloy and secondary aluminium alloy, high rate of service tax and excise duty, high and varied rate of road taxes in the states or low growth of export markets. (Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in)

Ministry of Heavy Industries and Public Enterprises has been consistently taking up the matter of providing some kind of stimulus package with prompt fiscal and other measures to put the industry back on track. As a result, in the interim budget for the year 2014-15, reduction in excise duty in case of cars, two wheelers and truck chassis was announced. Further, some other measures are urgently required to be taken, such as, removal of customs duty of raw materials such as steel or aluminium, revisit of CENVAT rules, review of import policy, duty draw back schemes, excise and customs rules, direct tax benefit to promote automotive R&D, and, above all, containing inflation and control of interest rates to make loans more affordable to the people. Immediate steps are required so that the Indian Auto Industry once again becomes the engine of growth of the Indian manufacturing sector. (Source: Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises, Government of India, www.dhi.nic.in)

The Indian auto industry is one of the largest in the world with an annual production of 23.37 million vehicles in Financial Year 2015, following a growth of 8.68% over the last year, while contributing to 7.1% of the country's gross domestic product.

An expanding middle class, a young population, and an increasing interest of the companies in exploring the rural markets have made the two wheelers segment (with 81% market share) the leader of the Indian automobile market. The overall passenger vehicle segment has 13% market share. India is also a substantial auto exporter, with solid export growth expectations for the near future. In Financial Year 2015, automobile exports grew by 5% over the last year. Various initiatives by the Government of India and the major automobile players in the Indian market is expected to make India a leader in the Two Wheeler and Four Wheeler market in the world by 2020. (Source: India Brand Equity Foundation, www.ibef.org)

Market Size

The sales of Passenger Vehicles grew 3.9% in Financial Year 2015 over the same period last year. Within the Passenger Vehicles segment, Passenger Cars and Utility Vehicles registered a growth of 4.99% and 5.30% respectively.

The sales of Two Wheelers, Three Wheelers, Passenger Carriers, and Goods Carriers registered a growth of 8.09%, 10.80%, 12.16% and 5.27% respectively in Financial Year 2015, over the same period last year.

As per data provided by Society of Indian Automobile manufacturers, the Indian Auto industry produced a total 7.8 million vehicles in April-July 2015 as against 7.7 million in April-July 2014, thereby indicating a growth of 1.8% year-on-year.

Domestic Sales of Passenger Vehicles increased 7.46% in April-July 2015 year-on-year. Among Passenger Vehicles, cars grew 10.7% while Utility Vehicles and Vans declined by 0.32% and 1.43% respectively. Overall Commercial Vehicles segment registered 5.63% growth. Medium & Heavy Commercial Vehicles (M&HCVs) reported strong growth of 24.9%

while Light Commercial Vehicles declined by 5.24 percent. Three Wheelers sales fell by 8.41 percent, while sales of Passenger Carriers and Goods Carriers fell by 9.25% and 4.5% respectively during the 4-month period.

In April-July 2015, overall automobile exports increased 8.6% year-on-year. Passenger Vehicles, Commercial Vehicles, Three Wheelers and Two Wheelers reported increase of 2.94%, 24.37%, 28.96% and 6.33% respectively during the period. (Source: India Brand Equity Foundation, <http://www.ibef.org/industry/indiaautomobiles.aspx>)

Investments

To match production with demand, many automakers have started to invest heavily in various segments in the industry in the last few months. The industry has attracted foreign direct FDI worth USD 13.48 billion during the period April 2000 to June 2015, according to the data released by Department of Industrial Policy and Promotion. (Source: India Brand Equity Foundation, www.ibef.org)

Government Initiatives

The Government of India encourages foreign investment in the automobile sector and allows 100% FDI under the automatic route. Excise duty on small cars, scooters, motorcycles and commercial vehicles was reduced in February last year from 12% to 8% to boost the 'Make in India' initiative of the Indian government.

Some of the major initiatives taken by the Government of India are:

- (a) Promotion of eco-friendly cars in the country i.e. CNG based vehicle, hybrid vehicle, electric vehicle and also made mandatory of 5% ethanol blending in petrol.
- (b) The government has formulated a Scheme for Faster Adoption and Manufacturing of Electric and Hybrid Vehicles in India, under the National Electric Mobility Mission 2020 to encourage the progressive induction of reliable, affordable and efficient electric and hybrid vehicles in the country.
- (c) The Automobile Mission Plan for the period 2006–2016, designed by the government is aimed at accelerating and sustaining growth in this sector. Also, the well-established Regulatory Framework under the Ministry of Shipping, Road Transport and Highways, plays a part in providing a boost to this sector.
- (d) In the Union budget of 2015-16, the Government has announced to provide credit of ₹850,000 crores (US\$ 127.6 billion) to farmers, to boost the tractors segment. (Source: India Brand Equity Foundation, www.ibef.org)

Road Ahead

The vision of Automobile Mission Plan 2006-2016 sees India, "to emerge as the destination of choice in the world for design and manufacture of automobiles and auto components with output reaching a level of USD 145 billion; accounting for more than 10% of the GDP and providing additional employment to 25 million people by 2016." The Japanese automaker Maruti Suzuki expects the Indian passenger car market to reach four million units by 2020, up from 1.8 million units in 2013-14. (Source: India Brand Equity Foundation, www.ibef.org)

The automobile industry in India is expected to be the world's third largest by 2016, with the country currently being the world's second largest two-wheeler manufacturer. Two-wheeler production is projected to rise from 18.5 million in Financial Year 2015 to 34 million by Financial Year 2020. Furthermore, passenger vehicle production is expected to increase to 10 million in Financial Year 2020 from 3.2 million in Financial Year 2015. (Source: India Brand Equity Foundation, www.ibef.org)

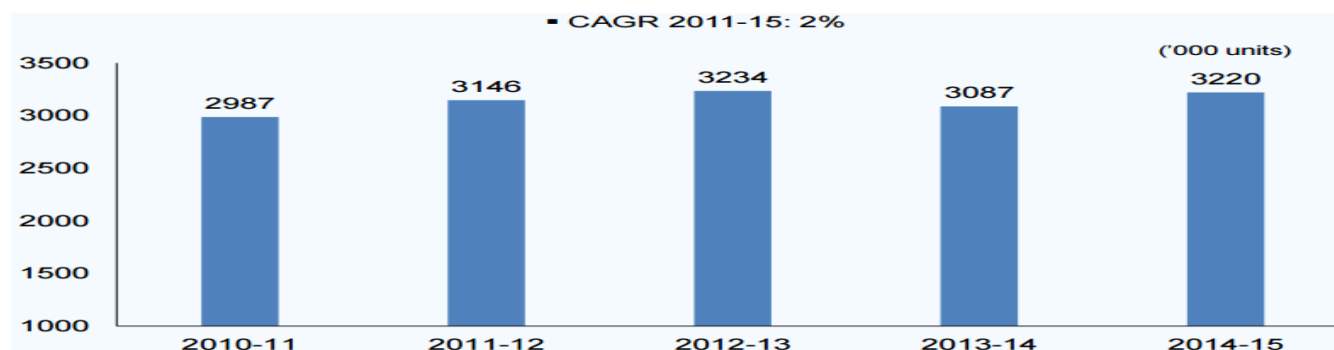
Automobile exports grew at a CAGR of 14.65% during 2010-15. Passenger Vehicles, Commercial Vehicles, Three Wheelers and Two Wheelers grew by 6.89%, 13.77%, 18.69% and 16.60% CAGR during 2010-15. Two wheelers accounted for the largest share of exports at 69.4% in Financial Year 2015. Passenger vehicles comprised a sizeable 16.7% of overall exports. Exports of three wheeler vehicles registered around 11.1% share in exports in Financial Year 2015. (Source: India Brand Equity Foundation, www.ibef.org)

The government aims to develop India as a global manufacturing as well as a R&D hub. It has set up National Automotive Testing and R&D Infrastructure Project (NATRIP) centres as well as a National Automotive Board to act as facilitator between the government and the industry. Alternative fuel has the potential to provide for the country's energy demand in the auto sector as the CNG distribution network in India is expected to rise to 250 cities in 2018 from 125 cities in 2014. Also, the luxury car market could register high growth and is expected to reach 150,000 units by 2020. (Source: India Brand Equity Foundation, www.ibef.org)

The automotive sector is expected to generate up to USD 300 billion in annual revenue by 2026, contributing over 12% to the nation's gross domestic product and creating 65 million more jobs, shows a document prepared jointly by the industry and government. The Automobile Mission Plan 2006-2016 projects India's automotive industry to grow to over 70 million units a year by 2026, taking it into the league of China and the US. The Automobile Mission Plan is aimed at mapping the progress of the country's automobile industry and setting its goals over the next decade. Around 23 million vehicles were produced in India in the year ended on March 31, 2015. The industry is estimated to be worth USD 74 billion now. (Source: India Brand Equity Foundation, www.ibef.org)

According to the Automotive Component Manufacturer's Association, growth in production of passenger vehicles, two and three wheelers and commercial vehicles is expected to be as follows:

Passenger Vehicles Production ('000 units)

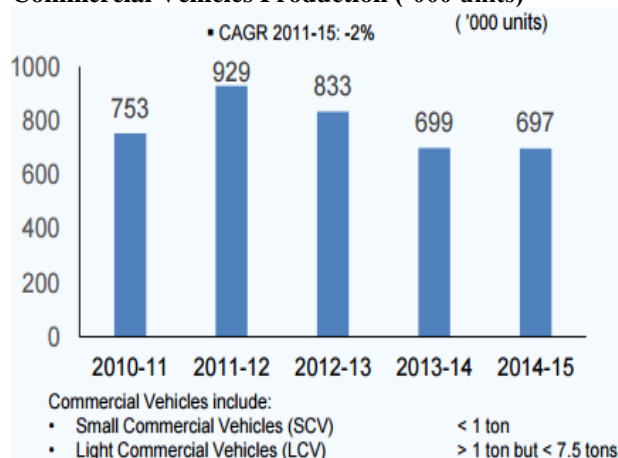


Figures for financial year – April

to March

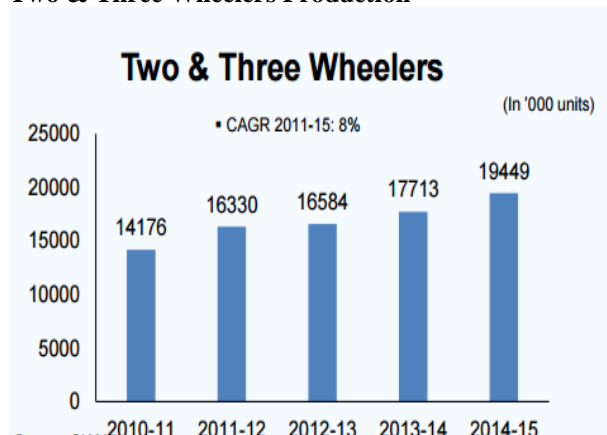
(Source: - www.acma.in)

Commercial Vehicles Production ('000 units)



(Source: - www.acma.in)

Two & Three Wheelers Production



AUTO- COMPONENT INDUSTRY

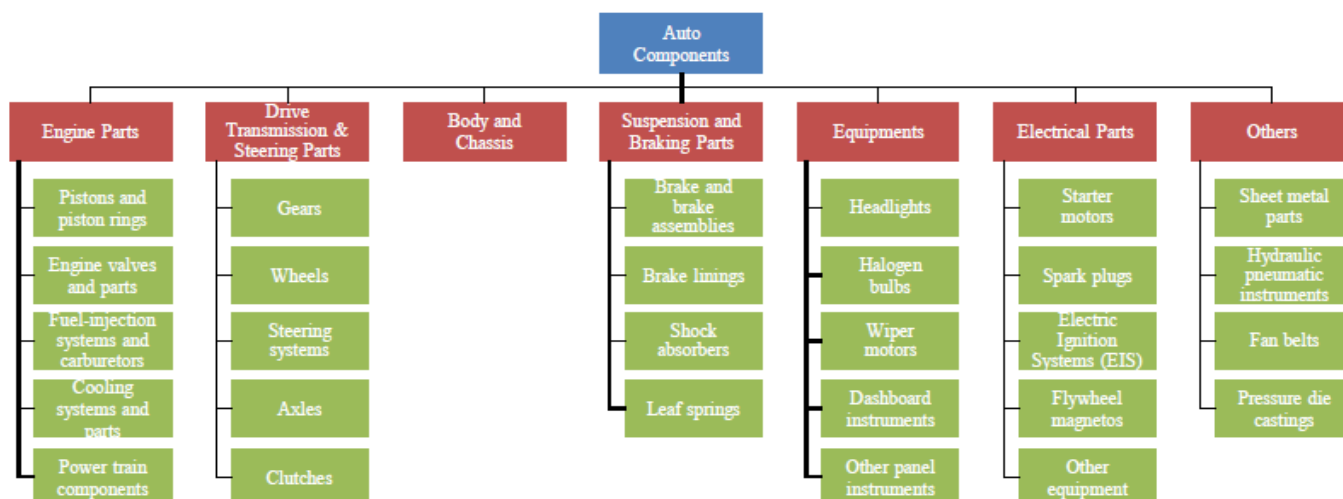
Introduction

India is becoming an emerging global hub for sourcing auto components. It is geographically closer to key automotive markets like the ASEAN, Japan, Korea and Europe and is the fourth largest producer of steel in the world and is slated to become the second largest steel producer by 2015. The cost of making steel is significantly lower than competitive nations. Several global Tier I suppliers have announced plans to increase procurement from their Indian subsidiaries.

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system.

The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favorable destination for investment. (Source:- <http://www.ibef.org/industry/autocomponents-india.aspx>)

The Indian auto Industry can be broadly divided into 6 major categories (as detailed in the chart below) each category requiring different level of technical and manufacturing capabilities which differ vastly, so does the industry landscape for each product category.



(Source: India Brand Equity Foundation, www.ibef.org)

Market Size

The Indian auto-components industry can be broadly classified into the organised and unorganised sectors. The organised sector caters to the Original Equipment Manufacturers (OEMs) and consists of high-value precision instruments while the unorganised sector comprises low-valued products and caters mostly to the aftermarket category.

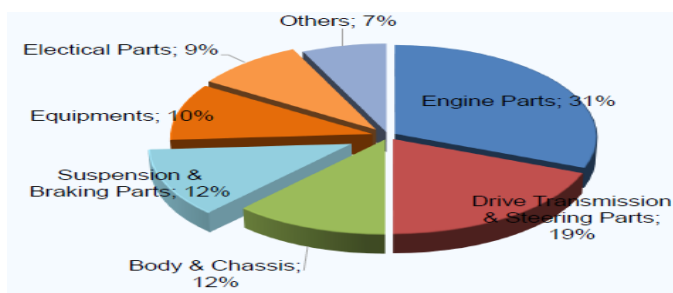
Revenues of the Indian auto-components industry grew by 11 per cent over the past year to Rs 2.34 lakh crore (US\$ 34.7 billion) in FY 14-15. This growth was primarily driven by healthy recovery for major Original Equipment Manufacturers (OEMs) in the medium and heavy commercial vehicles (M&HCV) and Passenger Vehicle (PV) segment.

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian auto-components industry is expected to register a turnover of US\$ 66 billion by FY 15-16 with the likelihood to touch US\$ 115 billion by FY 20-21 and US\$ 200 billion by 2026. In addition, industry exports are projected to reach US\$ 12 billion by FY 15-16

and add up to US\$ 30 billion by FY20–21, further rising to US\$ 80 billion by 2026. The sector's contribution to manufacturing GDP is expected to double from 5 per cent in 2015 to 10 per cent in 2026. (Source:- <http://www.ibef.org/industry/autocomponents-india.aspx>)

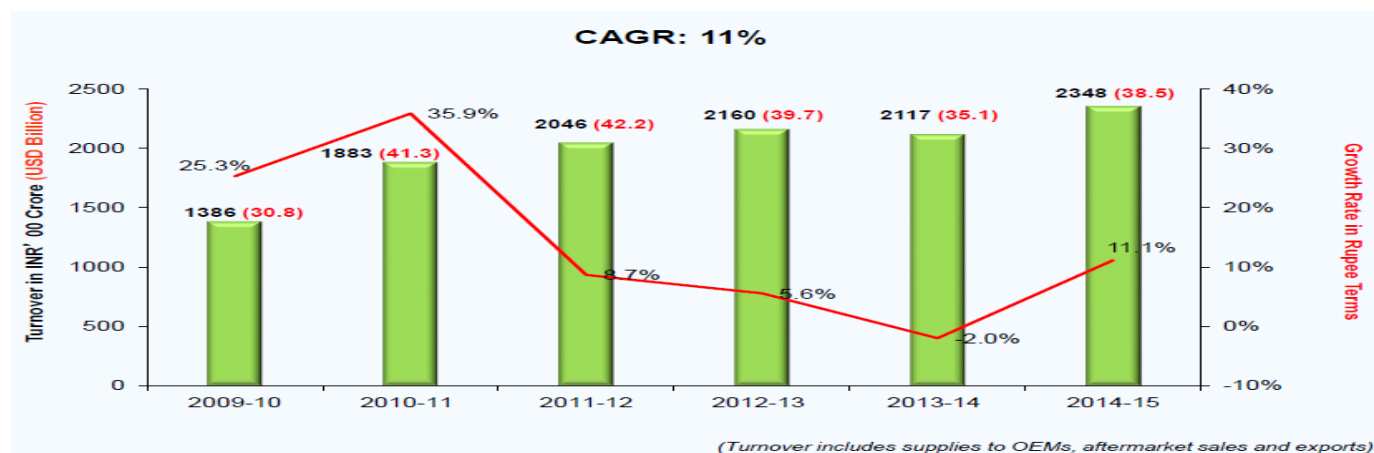
Product Range

The Indian auto components industry offers a comprehensive product range, consisting of approximately 20,000 components required for vehicle manufacturing. The entire product range is grouped into seven categories.



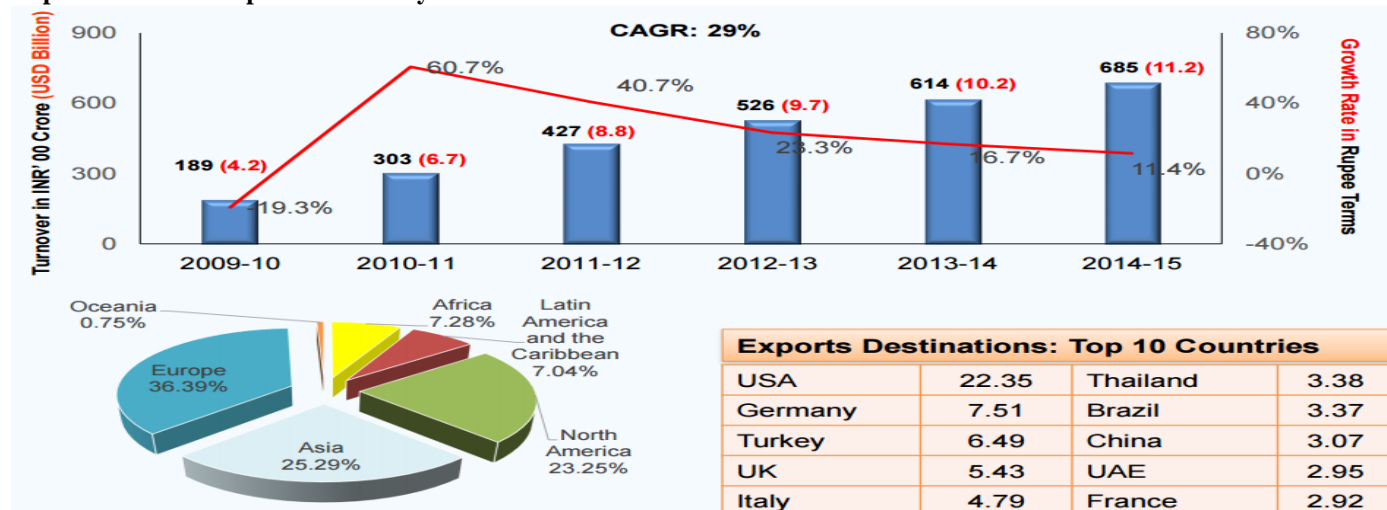
(Source: http://www.acma.in/docmgr/ACMA_Presentation/ACMA_Presentation.pdf (ACMA Presentation))

Turnover- Auto Component Industry: 2010-15



(Source: http://www.acma.in/docmgr/ACMA_Presentation/ACMA_Presentation.pdf (ACMA Presentation))

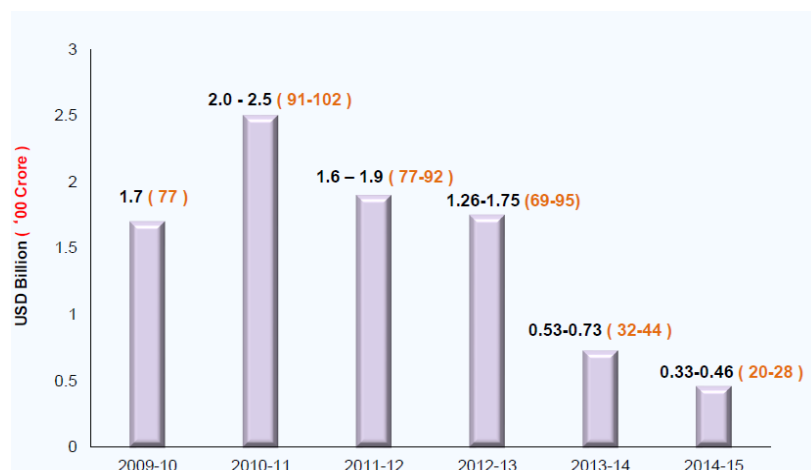
Exports – Auto Component Industry: 2010-15



(Source: http://www.acma.in/docmgr/ACMA_Presentation/ACMA_Presentation.pdf (ACMA Presentation))

Key Auto Components Exported

- ❖ Hydraulic Power Steering Systems & Steering Gear Systems and Parts
- ❖ Gear boxes and parts
- ❖ Parts of Diesel Engines
- ❖ Parts for automobiles and earth moving Equipment
- ❖ Drive-axles and parts
- ❖ Spark Ignition and parts
- ❖ Suspension systems and parts
- ❖ Crank shaft for engines
- ❖ Toothed wheels, other transmission parts
- ❖ Brakes and servo-brakes; parts



(Source:- www.acma.in)

Investments

The cumulative foreign direct investment (FDI) inflows into the Indian automobile industry during the period April 2000 – February 2015 were recorded at US\$ 12,232.06 million, as per data published by the Department of Industrial Policy and Promotion (DIPP).

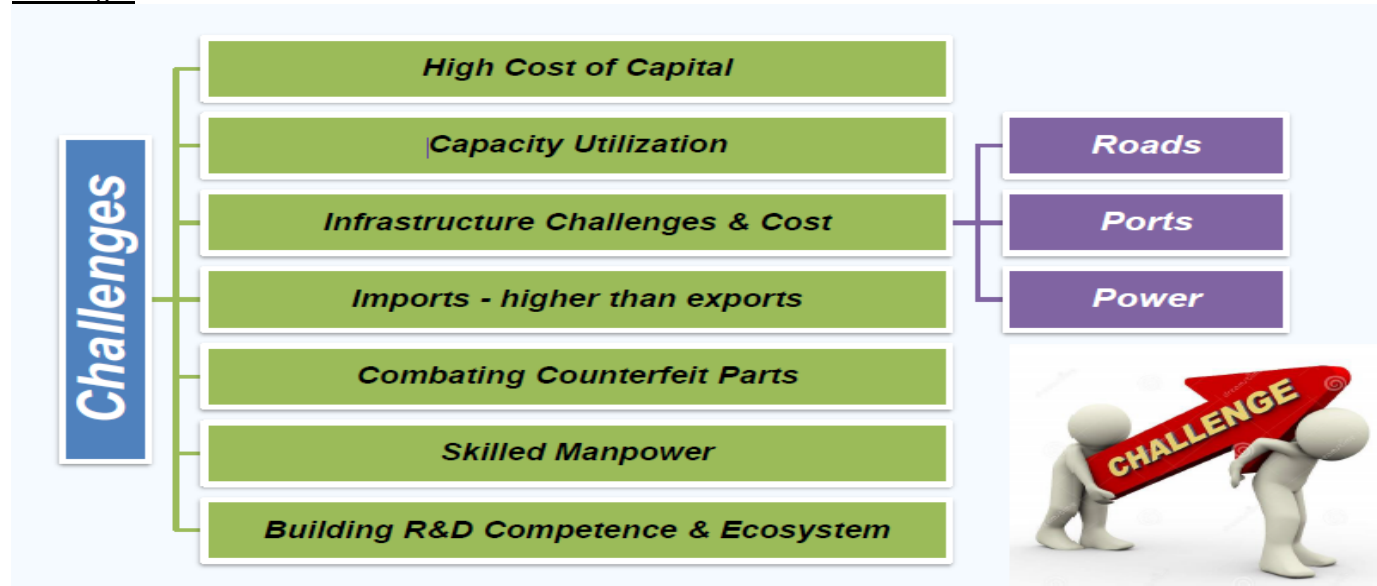
(Source:-

<http://www.ibef.org/industry/autocomponents-india.aspx>)

Some of the major investments made into the Indian auto components sector are as follows:

- ❖ Amtek Auto Ltd has acquired Germany-based Scholz Edelstahl GmbH through its 100 per cent Singapore-based subsidiary Amtek Precision Engineering Pte Ltd.
 - ❖ MRF Ltd plans to invest Rs 4,500 crore (US\$ 711.16 million) in its two factories in Tamil Nadu as part of its expansion plan.
 - ❖ Uno Minda has formed a joint venture with Kosei Aluminum Co. Ltd, a Japanese alloy wheel maker, to manufacture and sell alloy wheels in India. This new project will set up a total investment of Rs 200 crore (US\$ 31.61 million), with Uno Minda holding a 70 per cent stake and Kosei Aluminum 30 per cent.
 - ❖ German luxury car maker Bayerische Motoren Werke AG's (BMW 's) will set up a local sourcing parts from at least seven India-based auto parts makers in response to promote 'Make in India'.
 - ❖ Motherson Sumi Systems Ltd has acquired assets of German auto parts maker Scherer & Trier GmbH & Company KG of US\$ 44.8 million, which includes two factories, one each in Germany and Mexico. The acquisition will be made through its Netherlands-based subsidiary Samvardhana Motherson Automotive Systems Group BV.
 - ❖ Hero MotoCorp is investing Rs 5,000 crore (US\$ 790.22 million) in five manufacturing facilities across India, Colombia and Bangladesh, to increase its annual production capacity to 12 million units by 2020.
- Suzuki Motor Corp. plans to plant automobiles for India and Africa. It also aims to introduce 10 new models in India and aims to control 50 per cent of the local passenger car market by 2020. (Source:- <http://www.ibef.org/industry/autocomponents-india.aspx>)

Challenges



(Source: - www.acma.in)

Government Initiatives

The Government of India's Automotive Mission Plan (AMP) 2006–2016 has come a long way in ensuring the growth of this sector in the global market. It is expected that this sector's contribution to the GDP will double reaching a turnover of US\$ 145 billion in 2016 due to the government's special focus on exports of small cars, multi-utility vehicles (MUVs), two and three-wheelers and auto components. Also, the deregulation of FDI in this sector has helped foreign companies to invest huge amounts in India. (Source: - <http://www.ibef.org/industry/autocomponents-india.aspx>)

Road Ahead

The rapidly globalizing world is opening new avenues for the transportation industry, generating the need for more efficient, safe and reliable modes of transportation, which is subsequently adding to the auto component industry's growing opportunities. According to a report by the Confederation of Indian Industry (CII), the Indian auto component industry is set to become the third largest in the world by 2025. Also, by that time, newer verticals and opportunities for component manufacturers will open up as the automobile market will shift towards electric, electronic and hybrid cars and newer technologies will have to be adopted via systematic research and development.

Indian auto component makers are well positioned to benefit from the globalisation of the sector as exports potential could be increased by up to four times to US\$ 40 billion by 2020. (Source:- <http://www.ibef.org/industry/autocomponents-india.aspx>)

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, any reference to “we”, “us” or “our” refers to Kranti Industries Limited and its subsidiaries on a consolidated basis, as the context requires, and any reference to the “Company” refers to Kranti Industries Limited.

Our Company was incorporated in the year 1995. Our Company is in the business of manufacturing and supplying of precision machined components. We are into machining activity since incorporation and cater primarily to the Automotive Component and Non-Automotive (off Highway) Industry. We manufacture various components varying from 100 MM to 1200 MM in size. We manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

Over the years our Company has diversified its product portfolio and presently caters to various sectors by developing components for construction, automobile, commercial vehicle, pneumatic tool, wind mill, medical industry, etc. We have a diversified client base and are committed to continuing to diversify our product offerings, customer base and geographical footprint, thereby minimizing our exposure to individual geographies, industry sectors, customers including John Deere India Pvt. Ltd, New Holland Fiat (I) Pvt. Ltd, Carraro India Pvt. Ltd, Neosym Industry Limited (Sanaswadi), Graziano Transmission India Pvt. Ltd – Noida & Sanand, Atlas Castalloy Ltd, Mahindra & Mahindra Ltd – Nagpur & Kandivali, Brembo Brakes India Pvt. Ltd and ATA Impex Pvt. Ltd etc.

We have two manufacturing units adjacent to each other located at Gat No. 267/B/1, Post Pirangut, Pune, Maharashtra having a total area of approximately 4,100 square meters and 2,730 square meters respectively. As a result of our quality assurance efforts over the years, our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia .

Prior to the incorporation of the Company, our founder promoter Late Mr. Subhash Kundanmal Vora was conducting the business through the erstwhile partnership firm namely M/s Kranti Industries (“**the Firm**”). In the year 2001 our Company became a partner of the M/s Kranti Industries. Subsequently in the financial year 2002-2003, upon retirement of all the partners of the firm (save and except our Company), our Company took over the running business of the firm including all the assets and liabilities of the Firm as on March 31, 2002 and the said Firm was dissolved with effect from April 1, 2002.

Our Company initially catered to the tractor industry in the automotive sector with major dependency on very few customers. Further, with a view to expand our business and undertake additional orders, our Company acquired majority stake in “**Wonder Precision Private Limited**” in the year 2013 and became our subsidiary. Our Subsidiary is engaged in the business of machining of precision machined components primarily for Automotive Industry and is located at Plot No. J-63, Bhosari, MIDC, Pune, Maharashtra.

For the 7 months period ended as on October 31, 2015, Total Income and Restated Profit/ Loss after Tax was of our Company is Rs. 1618.42 Lakhs and Rs. (48.71) Lakhs, respectively. For the year ended March 31, 2015, Total Income and Restated Profit after Tax of our Company was Rs. 3544.00 Lakhs and Rs. 20.20 Lakhs respectively, compared to Total Income and Restated Profit after Tax of Rs. 3408.31 Lakhs and Rs. 41.38 Lakhs respectively, over previous year ended i.e. March 31, 2014.

Our Location:

Registered Office and Factory of our Company	Gat No.267/B/1,Post:- Pirangut, Tal. Mulshi, Dist. Pune-412115. Maharashtra, India
Registered Office and Factory of our Subsidiary Company	J-63, MIDC, Bhosari, Pune- 411026, Maharashtra, India

Order Book

We have purchase orders and letter of intents, specifying the type of components, the quantity and the cost for each batch of orders placed, from our customers in our normal course of business operations. Also, we have entered into a long term customer agreement with one of our customers namely M/S New Holland (Fiat) India Pvt. Ltd. for supply of some of our products for a period of 3 years which is valid up to September 09, 2016.

We also offer our customers the opportunity to inspect our manufacturing facilities, processes, raw materials and logistical capabilities and based on that we receive the monthly schedules from them. Some of our customers under their respective orders, have the right to check and verify the manufacturing system and process laid down by us, for manufacturing the customer products under their respective orders, which may include inspection of the manufacturing facilities, review of the manufacturing processes and review of the raw materials.

The purchase orders are revised from time to time, on mutual terms and conditions, including price escalation on mutual terms for any increase in cost of raw material and transportation.

Based on aforesaid, our current Order Book as on December 01, 2015 is approximately Rs. 302.34 Lacs for the month prior to this Draft Prospectus.

Our Competitive Strengths

We believe we have the following competitive strengths:

❖ *Quality standards and ISO certified organisation*

Significant revenue of our company is derived from the automotive industry. We have adopted stringent manufacturing practices to ensure that our manufacturing processes and facilities are compliant with global standards and certified accordingly. Our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. Our Subsidiary Company has also received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. We believe that ensuring global standard products will attract domestic and international customers to our Company.

❖ *Experienced and professional management team*

We believe that our qualified and professional management team provides us a competitive advantage and enables us to function effectively and efficiently. Our Promoters, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora have over a decade of experience in the machining industry. The Promoters are supported by our experienced and professional management team having extensive experience in finance, marketing, sales, product development, etc. Our management team brings focused abilities in product conceptualization to our business and we believe that their knowledge, global outlook and management ability would continue to contribute to our growth in future.

❖ *Stable customer base*

We cater to the machining requirements of reputed manufacturers and OEMs for end users in industries such as off-highway and automotive industries. Our five largest customers accounted for about 88% of our domestic total sales for

period ended October 31, 2015. Our major customers include John Deere India P. Ltd. (Pune Works-Eou Unit), New Holland Fiat (I) Pvt. Ltd., Carraro India Pvt. Ltd., Neosym Industry Limited Sanaswadi, Meltwel Scrap Traders etc. We believe that the strength of our relationships with our customers is attributable to our consistent performance over long periods and the emphasis that we place on catering to our customer's needs, supplemented with our access to technology.

❖ **Wide product range and product segments**

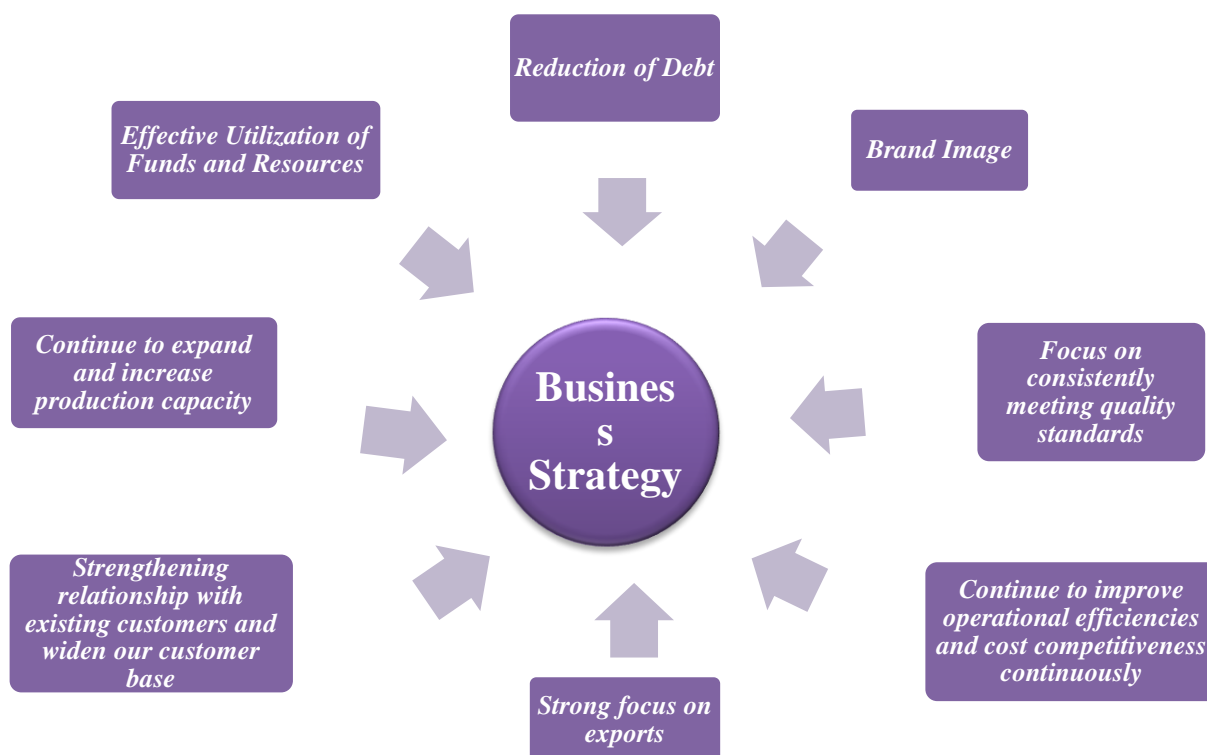
Our Company manufacture various components varying from 100 MM to 1200 MM in size. Our Company manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of our different customer segment.

❖ **Well Established Manufacturing Facility**

Our manufacturing facility is situated at Pirangut close to the one of the fast developing automotive hub near Pune consisting various Hi-Tech machineries and suitable infrastructure and quality control setup to handle the product portfolio. The manufacturing process provides us with the flexibility of manufacturing any part of our products at short notice and delivered within a short lead time. We have two units located in the same area just opposite to each other thereby increasing the flexibility and reducing the overheads and costs.

Our Business Strategy



➤ ***Brand Image***

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

➤ ***Strengthening relationship with existing customers and widen our customer base***

We look to further strengthen our relationship with our existing customers and meet their requirements. Whilst we continue to cater to our existing customers, we are emphasizing a lot on establishing new our relationship with prospective customers so that we can expand our customer base in other areas as well.

➤ ***Reduction of Debt***

One of our Business Strategy is to reduce our debt burden and consequently high interest cost for improved and thereby having better operating results in the coming years. Our Company intends to utilize the Issue Proceeds towards the part repayment of term loans to the extent of Rs. 206.00 Lacs against the total outstanding balance of term loans of Rs. 1188.65 Lacs as on December 15, 2015 obtained from HDFC Bank Limited.

➤ ***Effective Utilization of Funds and Resources***

The sustainability and profitability of our business lies in effective utilization of our resources. It involves lower rejection, prompt recovery, cost effective purchases, controlled inventory, preventive maintenance of machines and equipment and constant endeavor to improve process timings and thereby increasing the productivity.

➤ ***Continue to expand and increase production capacity***

We intend to explore opportunities to expand our operations by developing new products and services within our existing lines of business. We expect that the increase in our product base will result in an increase in customer base and enable us target more customers and market segments.

➤ ***Continue to improve operational efficiencies and cost competitiveness continuously***

We continue to adopt best practices and standards across our manufacturing facilities, drawing on our management's expertise and experience in plant management. We continue to increase efficiencies through comprehensive product planning resulting in increased utilization rates and reduction in cost of production.

➤ ***Continue to focus on Exports***

We have enhanced our capabilities to cater to the requirements of our customers, and leverage on our export business. We have recently received a purchase order of £ 40,000 from Unicov Limited (U.K).We intend to continue our focus on developing business in international markets.

➤ ***Focus on consistently meeting quality standards***

Presently, Our Company is certified from ISO 9001:2008 and ISO/TS 16949:2009 and we intend to focus on adhering to the quality standards of the products. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value.

Our Products & Product Portfolio

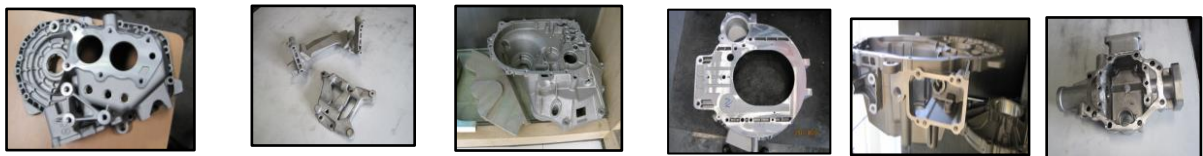
1. **Differential Housings:** We are manufacturing wide range of differential housings products and have developed a process for machining differential housings in single setup. This part is a heart of any transmission and requires a machining accuracy within 20 microns. We developed a process to machine this part in single setup, which is now one of our core strength. We are serving this to various automotive and off highway industries. We are manufacturing different types of cases like single piece, split from top, split from center and split from bottom, also we are manufacturing different cases from casting as well as forging having hardening operations. Our product range for differential housing varies from 150 MM to 320 MM in Diameter and from 3.0 Kg to 28 Kg in weight. Some of the products we manufacture is shown below



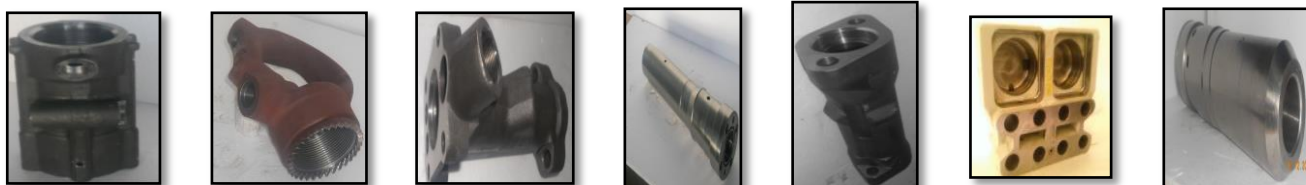
2. **Axle Components:** We are manufacturing wide range of axle components for agriculture tractors, construction machineries. We also manufacture differential carriers, wheel hubs, gear box housings, axle housings, trumpet housing etc. We are machining these from Ferrous (S.G. Iron and Grey Cast Iron) as well as Non Ferrous (GDC, PDC) castings. Our product range varies from 200 MM to 950 MM in length and from 14 Kg to 175 Kg in weight. Some of the products we manufacture is shown below:



3. **Automotive components:** We manufacture wide range of automotive components like front housings, rear housings, clutch housings, brackets, oil sump, top cover etc. These parts are used in different market segment like passenger car, two wheelers, light commercial vehicles, heavy commercial vehicles etc. We machined these parts from ferrous as well as non-ferrous castings.



- 4. Other Industries Components:** In addition to above mass production we are also manufacturing in batch production for various other industries like pneumatic tools, medical, marine, and alternate energy source. We manufacture these parts as per our customer requirements in small batch sizes also. Some of these parts are shown below.



- 5. Prototyping:** In addition to mass and batch production we also have dedicated capacities, and capabilities to do prototype components for the new projects of our customer. We have a 5 Axis machine in house installed for doing these types of components; we have done prototyping of engines parts like V8 Cylinder Block for our customers in the automotive sector. Also we have done prototyping in titanium (for medical industry), stainless steel (for marine industry) and brass components.

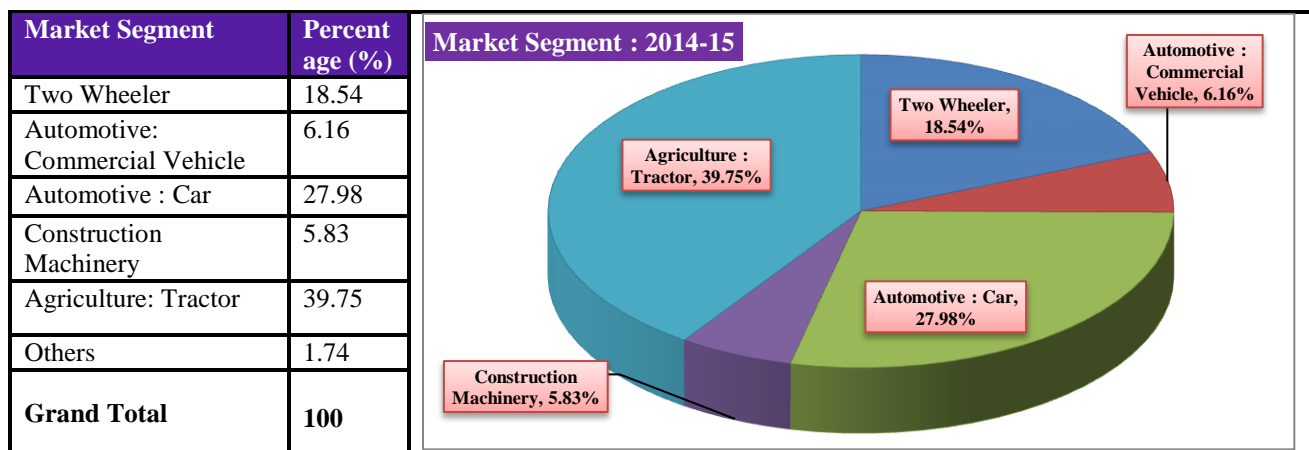


Product Portfolio:

The following table provides an overview of our product portfolio:

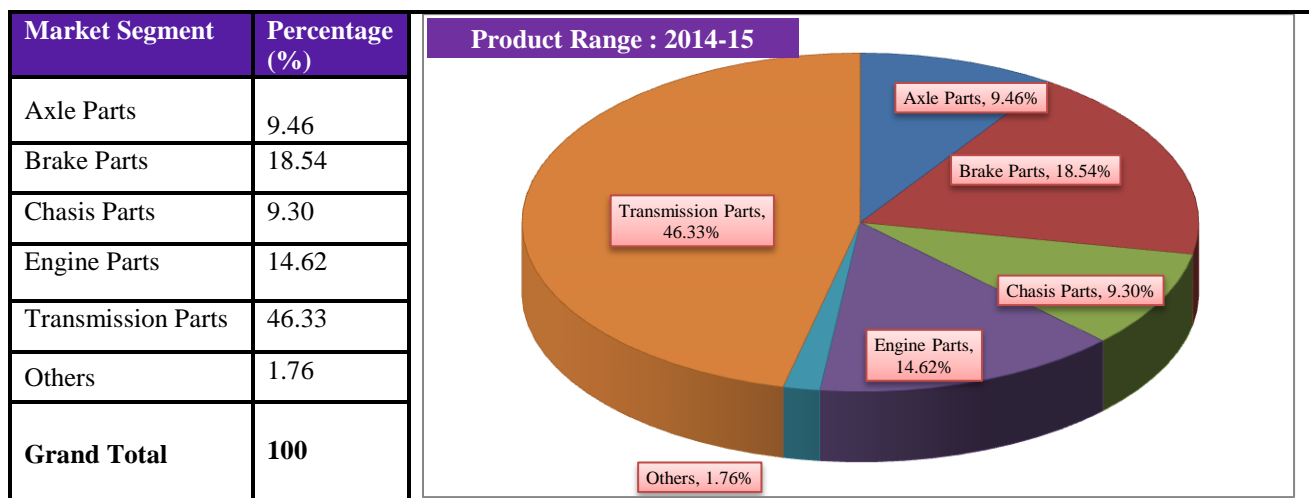
Market Segment	Product Portfolio
Automotive Parts	Rear Housings, Front Housings, Gear Box Housing, Top cover, Brackets, AMT Kit Base Plate, Differential housings, Flywheel Housing, Master Cylinders (Braking Part)
Off-highway equipment, Agricultural tractors	Differential Housing, Carriers, Epic cyclic carriers, Gear Box Housings, Wheel Hubs, Axle Housing, Hydraulic Lift Housing, Trumpet Housing, Clutch Housings

Market Segment



Note: The above figures as based on Sale Quantities

Product Range



Note: The above figures as based on Sale Quantities

Manufacturing Facilities

We have two units located in the same area just opposite to each other in Pirangut Pune, Maharashtra and are equipped with various machineries and suitable infrastructure and quality control setup to handle the product portfolio. The manufacturing process provides us with the flexibility of manufacturing any part of our products at a short notice and delivered within a short lead time. We have two units located in the same area just opposite to each other thereby increasing the flexibility and reducing the overheads and costs. In these two units there are approximately 30 production machines installed. We have a wide range of CNC turning centers, Vertical Machining center (VMC), Vertical Lathe (VTL) Horizontal Machining Center (HMC) and Axis Hi-tech Machines from the reputed and renowned manufacturers globally.





The following table provides an overview of our production machines:

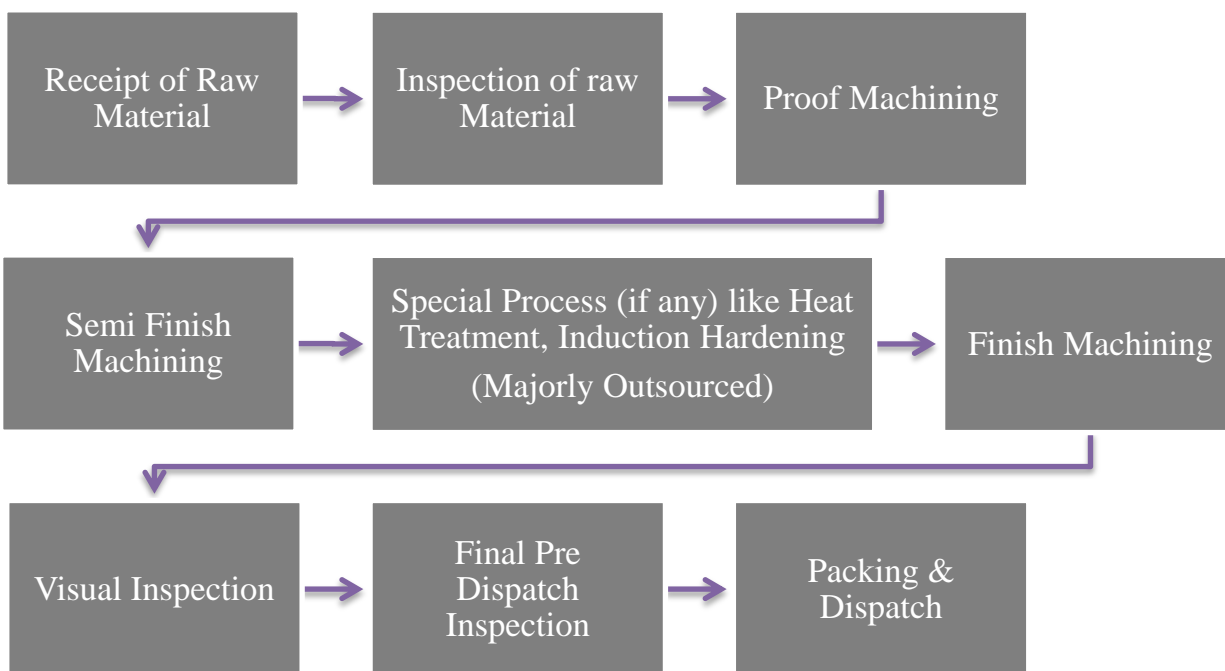
Type of Machine	Specifications	No. of Machines Installed
CNC Turning Machines	Chuck Dia 250 MM, Swing Dia 500 MM	03 Nos.
Vertical Machining center (VMC)	Max Pallet Size 1200MM x 600 MM	03 Nos.
Vertical Lathe (VTL)	Max Swing Dia 800 MM	02 Nos.
Horizontal Machining Center (HMC)	Work piece swing Between 400 MM to 1200 MM	17 Nos.
Turn Mill Center	Max Dia 300 MM	02 Nos.
5 Axis Machining Center	Max Dia 300 MM, Length 1000 MM	03 Nos.

In addition to the above production machines we have Hi-tech Inspection and Testing Facilities, with a wide range of instruments and equipment like CMM (Coordinate Measuring Machine) – 03 Nos., Contracer, Surface Roughness Tester, 2D Height Gauge, Surface Plates, Air Gauges, Special Gauges and a wide range of calipers, bore gauges and other equipment's. Besides having capabilities in manufacturing of components for our customers this facility also has capabilities for detailed analysis, manufacturing, inspection, and prototyping of new products for our existing as well as new customers. This facility for manufacturing has been recognized for its quality management system with ISO/TS 16949:2009 and ISO 9001:2008 by CERMET Inspection and Certification Body.

Our Manufacturing Process

Our machines are equipped for both individual and diversified processes, and their flexibility enables us to employ them in the most optimum manner to suit the customer's preferences. Additionally, most of our machinery with certain modification is capable of being used interchangeably for either of our sectors, depending on the demand for such products. We have and may have dedicated production lines based on the size and frequency of the orders of our customers.

Typically, our manufacturing process consists of machining inspection and assembly (if any). The production process may be diagrammatically explained in the following manner:



The process undergone in the manufacturing of precision machined components is briefly described hereunder:

Drawings/Enquiries

Our manufacturing activities start after receipt of Drawings / Enquiries from our customer. Initial Feasibility study is done and commercials are submitted.

Tooling

Once Process is finalized then all the necessary tooling / work holding are procured / manufactured. Machines are assigned to each component, based on process chart, process timings and the volumes required. Once all Tooling / work holding are received “Machining Cutting Program” is prepared and set on the machine for that process / operation & then tooling are checked and loaded into the machine before the production is started.

Proof Machining/ Semi Finish Machining/ Finish Machining

Machining is a combination of various processes in which a piece of raw material is cut into a desired final shape and size by a controlled material-removal process.

Once Raw material is received the parts are loaded in work holding and processed as per pre-designed process flow. Some parts may be completed in single process & some products may have to follow sequence of process. At every stage all the required parameters are controlled as per pre-defined norms.

The key to our success is continuous supervision on the process and ensure maximum productivity. Our team of experienced supervisors and managers with a backup of vast experience of our Promoters execute this activity effectively and efficiently.

Our machining setup is having a flexibility and inter-changeability to address the sudden changes in the requirements of our customers.

Inspection/ Supervision

Process inspection is carried out at a pre-defined frequency during various stages with the help of gauges and CMM (Coordinate Measuring Machine) to ensure the accuracy of the part as per the customer requirements and specifications. Parts / Components are inspected visually for visual defects and necessary actions are taken.

Various types of Audits like Dock Audit, Process Audit, and System Audits are carried out at regular intervals to have a control on the process and to ensure continuous process improvements to increase the profitability.

Pre Dispatch inspection

Before packaging the material parts are verified by our efficient Quality Assurance Team as per the pre-defined frequency and then it is approved for dispatch.

Packaging & Dispatch

Parts approved in PDI are packed as per agreed packaging norms / standards & material is dispatched as per necessary challan / invoice.

Process Innovation

In our constant endeavor to meet our customer's requirements and to improve our quality and process efficiency, innovation in the manufacturing process plays a key role. As we expand our customer base and our geographic reach, we continue to focus on operational efficiency through the effective use of technology and quality assurance. We substituted the use of a series of conventional machines to special purpose machines, which can accommodate several operations. This process innovation n eliminated multiple operations, leading to productivity improvement, reduction of man power and operational costs and most importantly, ensuring consistency in quality of the product.

We believe that using appropriate technology alongside new or modern technology for our products will improve our performance and efficiency. Our aim is to utilize present experience of the workforce; process and innovation in developing more value added components. We constantly review, re-consider and implement our ideas and innovations, which is essential for the growth of the business.

Marketing and Selling Arrangements

Since we are into customized products we do not require any dedicated marketing and selling arrangements. However, we have an internal customer correspondence team which is closely associated with our customers and take care of all day to day correspondence and requirements of existing as well as new probable customers. This team is headed by the Promoters of the Company.

Infrastructure Facilities

Raw Materials:

The principal raw materials used by us is ferrous as well as non-ferrous castings, in addition to this we also manufacture components from bars and forgings. We procure these castings from from well-known suppliers in the industry and are approved by our customers. In addition to this we require work holding fixtures and clamping fixtures to hold the parts into the machines. These fixtures are conceptually designed by us and we get these manufactured from our suppliers.

The main utilities required for our manufacturing activities are:

Power: The requirement of power for our operations is met through Maharashtra State Electricity Distribution Board Ltd. We have two different meters for both the units located at Pirangut Pune.

Electricity	Consumer No.	Sanction Load	Unit Of Measurement
MSEDCL	182859034550	700	KWH
MSEDCL	182859049880	400	KWH

In addition to above arrangement, our company has Two D.G. (Diesel Generator) sets of 250 KVA each in unit I and one D.G. (Diesel Generator) set of 250 KVA in Unit II as a standby arrangement. Our fuel requirement for running DG set is 25 Litres/ Hr and 15 Litres/ Hr respectively.

Fuel: There is no requirement of any hazardous fuel for manufacturing our products. However fuel is required only for the Generators, which is sourced from the local source available nearby.

Water: Water required for the manufacturing and allied process is procured through the existing water supply network in that area.

Effluent Treatment: Our Company does not generate any industrial effluents which is hazardous to the environment.

Sewage Treatment: We have a Sewage Treatment Plant installed inside our premises, which treats the sewage water and the same treated water is reused for gardening and other application wherever suitable.

Competition

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

We believe that our competitors are Precision Machine & Auto Components (P) Ltd. - Chennai, Victory Precisions Pvt. Ltd. - Chakan, Seinumero Engg.-Shindewadi and Yash Industries – Kuruli, Chakan etc.

Capacity and Capacity Utilizations:

Due to the nature of business and industry in which the Company operates it is difficult to ascertain the exact capacity utilization since the same machineries are used to manufacture various types of products of different dimensions.

Quality control, certifications and accreditations

In the precision components manufacturing industry, adherence to quality standards is a critical factor as any defects in any of the products manufactured by us, or failure to comply with the design specifications of our customers, may lead to cancellation of the purchase order placed by our customers and further loss of reputation. In order to maintain the quality standards and comply with the design specifications provided by our customers, we follow a stringent quality control mechanism. At each stage of the manufacturing process, the components are checked by our operators, to ensure there is no defect from the previous stage operator.

As a result of our quality assurance efforts over the years, our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET.

Export Obligation

As on date of this Draft Prospectus we do not have any Export Obligations

Collaborations

As on the date of this Draft Prospectus, we do not have entered into any technical or other collaboration.

Human Resource

We believe that we have a qualified and experienced employee base, managed by middle and senior management personnel.

As on October 31, 2015, we had 120 employees (including workers) at our plant and office. On satisfactory completion of six months' probation period employees are confirmed by us as permanent employees. There is Human Resource Policy uniformly adopted across all personnel engaged in our management, staff and worker cadre. The permanent employees at our plants include personnel in manufacturing activities such as machine operations, assembling and testing of products, quality assurance, and receipt and dispatch of materials.

The employee strength of our Company as on October 31, 2015 is as follows:

Category	No. of Employees
Directors /KMP	3
Managers/Executives	12
Semi-skilled and Unskilled Labour/Staff	97
Causal Labour	8
TOTAL	120

Apart from the above employees, we also employ labour on temporary basis as and when required. For details on our key managerial personnel, kindly refer to the chapters titled ***“Our Management”*** and ***“Government & Other Approvals”*** beginning on pages 134 and 293, respectively, of this Draft Prospectus.

Details of Properties owned by the Company: The properties owned by our company are as stated below:


S. No	Buyer	Seller	Area	Brief Particulars [#]	Consideration & Date of Sale Deed/ Agreement	Usage
1.	Kranti Industries Limited	1. Sanjay Dilipchandji Gadiya; 2. Mrs. Kalawati Sanjay Gadiya	81.04 square meters	Residential Flat No. 402, 4 th Floor admeasuring 872 square feet i.e. 81.04 square meters along with stilt car parking space No. 24 in “H” Building known as “Kumar Santosh” in “Kumar Santosh Co-operative Housing Society Limited” constructed on the land admeasuring 5680 square meters or thereabouts bearing Survey No. 511, Hissa No. 1/4/1B and bearing corresponding C.T.S. No. 39 and bearing corresponding Final Plot No. 392/4 of Town Planning Scheme No. III, situate, lying and being at Village Munjeri, Gultekadi, Pune within the Registration sub-district of Taluka Pune City District Pune and within the local limits of the Municipal Corporation of Pune.	Deed of Assignment dated May 14, 2012 for a consideration of Rs. 55,00,000/- (Rupees Fifty five Lacs only)	Guest House
2.	Kranti Industries Limited	1. Food Craft Company through its Director	2,730 square meters	All that piece and parcel of portion of property situate at Survey No. 267/B/1 (Old Gat No. 246/B) admeasuring 27.3 Ares	Sale Deed dated May 10, 2010 for a consideration of Rs. 1,06,00,000/- (Rupees One Crore Six	Factory Land

S. No.	Buyer	Seller	Area	Brief Particulars [#]	Consideration & Date of Sale Deed/ Agreement	Usage
		Sanjay Vasantav Thakur; 2. Shailendra Murlidhar Thakur through constituted attorney Sanjay Vasantav Thakur		equivalent to 2730 square meters out of total land admeasuring 2 Hectares 57.48 Ares lying being and situate at situated at Village Pirangut, in the Registration Sub-District, Taluka Mulshi District Pune and within the limits of Zilla Parishad, Pune Panchayat Samiti,	Lacs only)	
3.	Kranti Industries Limited	1. Vishwas Shrikrishna Gokhale; 2. Prakash Ramchandra Gogte (HUF)	4,100 square meters	All that piece and parcel of industrial plot of land bearing Plot No. D admeasuring 41 Ares equivalent to 4100 square meters (Old Gat No. 146B) situated at Village Pirangut, in the Registration Sub-District, Taluka Mulshi District Pune and within the limits of Zilla Parishad, Pune Panchayat Samiti,	Sale Deed dated October 21, 2003 for a consideration of Rs. 25,25,000/- (Rupees Twenty Five Lacs Twenty five thousand only)	Factory Land

[#]none of above mentioned properties are related to any of the Promoters.

The entities, who own the land which is acquired or taken on lease by our Company, do not have any relationship with any promoters or directors of our Company. We do not require any approvals pertaining to the land on which our factory is located. The land in respect of which our Company is the owner is registered in its name. Save and except the equitable mortgage created in favour of our lender, the aforesaid ownership lands are free from encumbrances.

Intellectual Property

One of our Company's logo and trademark has been registered under the Trade Marks Act, 1999 under Class 12. We are also in the process of making an application for registration of one of our logo and trademarks i.e. . For further details, please refer to the Section title ***"Government and Other Approvals"*** on page no. 293 of this Draft Prospectus.

Health safety and Environments

Our activities in the state of Maharashtra are subject to wide range of government rules and regulations regarding health, safety and environment protection. We are committed to protecting the health and safety of employees and contractors working in our factories, people who come in contact with our operations and the health and sustainability of the environment in which we operate.

We believe that ensuring the health and safety of our employees is critical to the successful conduct of our business and operations. We are therefore committed to complying with applicable health, safety and environmental regulations and other requirements in our operations.

Insurance

We have insurance policies for our moveable and immovable properties. We have obtained Standard Fire and Special Perils Policy for our unit. We maintain insurance covering our assets and operations at levels that we believe to be appropriate.

The details pertaining to the same are tabulated below:

Policy No	Name of the Insurer	Description of Policy	Assets Insured	Address of the Properties where the insured Assets are situated	Sum Insured (Rs in Lacs)	Total Insured Amount	Date of Expiry Of Policy
1534001 1150100000 009	The New India Assurance Co, Ltd,	Standard Fire & Special Perils Policy	1. Building (Superstructure) 2. Building (Plinth & Foundations) 3. Plant & Machinery and accessories 4. Furniture , Fittings, Fixtures and other Contents 5. Stocks & Stocks in process 6. Stock held in trust	Pirangut , Tal Mulshi, Pune - - 412115, MH2263 Paud, MH, Maharashtra	5075.00	5100.00	31/03/2016
			Plant & Machinery & Accessories 2. Furniture , Fittings, Fixtures & other contents	Pirangut , Tal Mulshi, Pune - - 412115, MH2263 Paud, MH, Maharashtra	25.00		

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 the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities 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 Factories Act, 1948

The Factories Act, 1948 ("**Factories Act**") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term "factory", as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires *inter alia* the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("**EPF Act**") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period before and after child birth. It provides, *inter-alia*, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 ("**PG Act**") applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply)

Gratuity is payable to the employee at the rate of 15 (fifteen) days wages for every completed year of service or part thereof in excess of 6 (six) months.

The Central Sales Tax Act, 1956

Central Sales tax (**CST**) is levied on the sale of movable goods in the course of inter-state trade or commerce. In India, sales tax is levied both at the union level under the Central Sales Tax Act, 1956 as well as the state level under the respective state legislation. Goods sold within the jurisdiction of the state are charged to Value Added Tax (**VAT**) in accordance with the VAT statute of that state.

Income-tax Act, 1961

Income-tax Act, 1961 (**IT Act**) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every assessee, under the IT Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

Excise-Related Regulations

Excise duty imposes a liability on a manufacturer to pay excise duty on production or manufacture of goods in India. The Central Excise Act, 1944 is the principal legislation in this respect, which provides for the levy and collection of excise and requires every person who produces, manufactures, carries on trade, holds private store-room or warehouse or otherwise uses excisable goods, to obtain registration thereunder. Additionally, the Central Excise Tariff Act, 1985 (**CETA**) prescribes the rates of excise duties for various goods. Excise duty is imposed on goods produced or manufactured in India under the provisions of CETA. The Central Excise Rules, 2002 provides the manner of payment of the central excise duty as well as the rebate and remission provisions.

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (T.P. Act). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The 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.

Maharashtra Stamp Act, 1958

The Maharashtra Stamp Act, 1958 (**Maharashtra Stamp Act**) prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act., then the instrument is chargeable with the highest of the duty prescribed. In addition, the Maharashtra Stamp Act also prescribes methodology for adjudication, refund of duties, grievance processes and prosecutions. The Collector is normally vested with the power of adjudication. If a document is not stamped or adequately stamped, it is likely to be impounded.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms

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

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. “Specific performance” means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has *inter-alia* amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. 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.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on December 5, 1995, as “**Kranti Precision Tools Private Limited**” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bombay bearing Registration Number 095016. We subsequently changed the name of our Company from “**Kranti Precision Tools Private Limited**” to “**Kranti Industries Private Limited**” pursuant to shareholders resolutions passed at the Extra Ordinary General Meeting held on February 8, 2002. A fresh Certificate of Incorporation consequent upon name change was granted to our Company on March 11, 2002 by the Registrar of Companies, Pune. Subsequently, our Company was converted into public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2015 and the name of our Company was changed to “**Kranti Industries Limited**” vide a fresh Certificate of Incorporation dated August 17, 2015 issued by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is U29299PN1995PLC095016.

Changes in the Registered Office of the Company since incorporation

Currently, the Registered Office our company is situated at Gat No.267/B/1, Post, Pirangut, Tal. Mulshi, Pune – 412115, Maharashtra, India.

Following changes has been made in our registered office since incorporation till date of this Draft Prospectus:

From	To	With effect from	Reason for Change
642/7, Flat No. B-2, Amit Vihar, Bibewadi, Pune- 411 037.	Gat No. 267/B/1, at post pirangut, Mulshi, Pune-412115	January 28, 2008	Greater Operational Efficiency

Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
1995	Incorporation of our Company
2002	Change of Name of Company from Kranti Precision Tools Pvt Limited to Kranti Industries Private Limited [#]
2003	Acquisition of factory land at Pirangut Pune
2004	Commencement of factory and installed first Horizontal Machining Center line for machining of Gear Box Housings for Tractors
2004-2010	Developed State of Art Plant with Hi-tech Machines for catering various needs of our customers.
2010	Acquisition of Additional factory land at Pirangut Pune
2011	Constructed a State of Art Factory building, Installed and Productionized machines to enhance the capacity
2013	Acquisition of Wonder Precision Private Limited
2014	Diversified the focus from Tractor industries and developed parts for Construction, Auto, commercial Vehicle, Pneumatic Tools, Wind Mill and Medical Industry
2015	Conversion of our Company from Private Limited Company to Public Limited Company.
2015	Receipt of ISO 16949:2009 and ISO 9001:2008 from Kiwa Cermet Italia.

[#] Prior to the incorporation of the Company, our founder promoter Late Mr. Subhash Kundanmal Vora was conducting the business through the erstwhile partnership firm namely M/s Kranti Industries (“**the Firm**”). In the year 2001 our Company became a partner of the M/s Kranti Industries. Subsequently in the financial year 2002-2003, upon retirement of all the partners of the firm (save and except our Company), our Company took over the running business of the firm including all the assets and liabilities of the Firm as on March 31, 2002 and the said Firm was dissolved with effect from April 1, 2002.

Detail about business of our Company

For details on the description of our Company's activities, products, marketing strategy, competition of our Company, please refer to the chapter titled "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" and "**Basis for Issue Price**" on pages 112, 276 and 84 respectively of this Draft Prospectus.

Main Objects of our Company

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 manufacturing, processing, assembling, exporting, importing, buying, selling, dealing in mechanical, electrical, electronics, computers, agricultural and metal products, consumer products, tools, measuring instruments, machine tools, appliances, machineries, components, accessories and spare parts including automotive parts, alloys, nut bolts, gauges bearing, steel rounds, nails, hand tools and all types of hardware items for use in connection therewith".

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.	Authorized Capital with Rs. 4,50,000.00 divided into in 4,500 Equity Shares of Rs. 100.00 each.	Upon Incorporation	-
2.	Increase in the authorized share capital of the Company from Rs. 4,50,000.00 divided into in 4,500 Equity Shares of Rs. 100.00 each to Rs. 9,50,000.00 divided into 9,500 Equity Shares of Rs. 100.00 each	15-07-1996	EGM
3.	Increase in the authorized share capital of the Company from Rs. 9,50,000.00 divided into 9,500 Equity Shares of Rs. 100.00 each to Rs. 1,00,00,000.00 divided into 1,00,000 Equity Shares of Rs. 100.00 each.	08-02-2002	EGM
4.	Change in name from Kranti Precision Tools Private Limited to Kranti Industries Private Limited	08-02-2002	EGM
5.	Increase in the authorized share capital of the Company from Rs. 1,00,00,000.00 divided into 1,00,000 Equity Shares of Rs. 100.00 each to Rs. 2,00,00,000.00 divided into 2,00,000 Equity Shares of Rs. 100.00 each.	18-02-2006	EGM
6.	Increase in the authorized share capital of the Company from Rs. 2,00,00,000.00 divided into 2,00,000 Equity Shares of Rs. 100.00 each to Rs. 5,00,00,000.00 divided into 5,00,000 Equity Shares of Rs. 100.00 each.	22-09-2008	EGM
7.	Increase in the authorized share capital of the Company from Rs. 5,00,00,000.00 divided into 5,00,000 Equity Shares of Rs. 100.00 each to Rs. 10,00,00,000.00 divided into 10,00,000 Equity Shares of Rs. 100.00 each.	11-3-2011	EGM
8.	Conversion Private Limited Company into Public Limited Company	31-07-2015	EGM
9.	Sub- Division of 10, 00,000 equity shares of Rs.100.00 each into 1,00, 00,000 equity shares of Rs.10.00 each.	30-9-2015	AGM

Other details regarding our Company

Details regarding the description of our activities, services, products, market, the growth of our Company, exports, technological and managerial competence, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, location of manufacturing facilities, marketing, competition and foreign operations, please refer to the chapter titled "**Our Business**" and "**Our Management**" on pages 112 and 134, respectively of this Draft Prospectus.

Capital Raising (Debt/Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 56 of this Draft Prospectus.

We have not done any debt issuance since incorporation till date.

Injunctions or Restraining Orders

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 and except our Subsidiary Company i.e. Wonder Precision Private Limited, we have not acquired any business/undertakings till date.

Defaults or rescheduling of borrowing

Our Company has not defaulted or rescheduled its borrowing.

Number of Shareholders of our Company:

Our Company has 23 shareholders as on the date of filing of this Draft Prospectus.

Changes in the activities of our Company during the last five years

There has been no change in the business activities of our Company during the last five years from the date of this Draft Prospectus.

Shareholders Agreement

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.

Other Agreements:

1. *Share Purchase Agreement dated January 01, 2013 entered into between our Satishkumar Satyanarayan Agrawal, Rakesh Satyanarayan Agarwal, Reality Warehousing Private Limited (“Vendors”); Kranti Industries Private Limited, Sachin Subhash Vora, Sumit Subhash Vora and Indubala Subhash Vora (“Purchasers”) and Wonder Precision Private Limited (“WPPL”)*

Share Purchase Agreement dated January 01, 2013 made between Satishkumar Satyanarayan Agrawal, Rakesh Satyanarayan Agarwal, Reality Warehousing Private Limited (“**Vendors**”); Kranti Industries Private Limited, Sachin Subhash Vora, Sumit Subhash Vora and Indubala Subhash Vora (“**Purchasers**”) and Wonder Precision Private Limited (“**WPPL**”), the said Vendors sold and transferred their entire shareholding in WPPL in favour of the Purchasers in the proportion as mentioned therein for a total consideration of Rs. 285 Lakhs and on the terms and conditions contained therein.

2. *Memorandum of Agreement dated 30th March, 2012 (hereinafter referred to as "the Settlement") made in terms of Form XVI (Rule 62) under section 2(p) read with section 18(1) of the Industrial Dispute Act, 1947 and entered into between Kranti Industries Limited (Representing Employer) therein referred to as "the Company" of the One Part and Bhartiya Kamgaar Sena (Representing Workmen) therein referred to as "the Union" of the Other Part.*

By and under a Memorandum of Agreement dated 30th March, 2012 (hereinafter referred to as "the Settlement") made in terms of Form XVI (Rule 62) under section 2(p) read with section 18(1) of the Industrial Dispute Act, 1947 and entered into between Kranti Industries Limited (Representing Employer) therein referred to as "the Company" of the One Part and Bhartiya Kangaar Sena (Representing Workmen) therein referred to as "the Union" of the Other Part, the Company and the Union amicably agreed to a certain pattern of wages, allowances and other conditions of service applicable to the workmen. The Settlement shall come into operation on 1st April, 2012 and shall continue to be in operation and binding on the parties upto 31st March, 2016 and shall be in operation thereafter until it is terminated by either party according to law

Non-Compete Agreement

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

Joint Venture / Partnership Firm

Except the agreements entered in the ordinary course of the 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 filing this Draft Prospectus.

Financial Partners

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

Details of Holding Company

As on the date of this Draft Prospectus, **our Company has no holding company.**

Details of Subsidiaries Company

As on the date of this Draft Prospectus, our Company has one subsidiary namely Wonder Precision Private Limited. For further details, please refer to the chapter titled **"Our Subsidiary"** on page 157 of this Draft Prospectus

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Time and Cost Overruns in Setting-up Projects

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

Promoters of our Company

The Promoters of our company are Mrs. Indubala Subhash Vora, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora. For details, see **"Our Promoters"** beginning on page 149 of this Draft Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception except as mentioned below:

In the year 2013, factory workers union in our factory went on strike for approximately 27 days and during such term, the operations at our factory were disturbed. Our Company has subsequently entered into an agreement with the Labour Union and the same is in force till March 31, 2016. For details of the labour agreement, please refer the section ***“Other Agreement”*** on page no 131 under section titled ***“History and Certain Corporate Matters”*** of this Draft Chapter.

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 page 112, 276 and 84 of this Draft Prospectus.

For details on technology, market, technology competence and capacity built up; please refer to section titled ***“Our Business”*** on page 112 of this Draft Prospectus.

OUR MANAGEMENT

Board of Directors

As per the provisions of the Company Law and under our Articles of Association we are required to have not less than 3 directors and not more than 15 directors. We currently have 6 directors on our Board out of which 3 are Non-Executive Independent Directors. We confirm that the composition of our Board of Directors is in line with the regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name, Designation, Father's Name, Occupation, Term, Nationality, Age and DIN No.	Date of Appointment as Director	Other Directorships
1	Name: Mrs. Indubala Subhash Vora W/o:- Late Mr. Subhash Kundanmal Vora Age: 54 Years Designation: Chairman & Whole-Time Director Address: Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune-411037, Maharashtra, India Experience: 4 Years Occupation: Business Qualification: 7 th Standard Term: 5 Years subject to liable to retire by rotation DIN: 02018226 Nationality: Indian	Appointed as Director since Incorporation i.e. December 5, 1995. Subsequently appointed as Whole-time director vide EGM Resolution dated November 26, 2015	Wonder Precision Private Limited
2	Name: Mr. Sachin Subhash Vora S/o:- Late Mr. Subhash Kundanmal Vora Age: 35 Years Designation: Managing Director Address: Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune-411037, Maharashtra, India. Experience: 13 Years Occupation: Business Qualification: B.E. (Industrial Electronics) Term: 5 Years DIN: 02002468 Nationality: Indian	Appointed as Director on January 28, 2008 Subsequently re-appointed as Managing Director vide EGM Resolution dated November 26, 2015	Wonder Precision Private Limited
3	Name: Mr. Sumit Subhash Vora S/o:- Late Mr. Subhash Kundanmal Vora Age: 31 Years Designation: Whole time Director Address: Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune-411037, Maharashtra, India Experience: 13 Years Occupation: Business Qualification: Diploma in Mechanical Engineering Term: 5 Years subject to liable to retire by rotation DIN: 02002416 Nationality: Indian	Appointed as Director on January 28, 2008 Subsequently Appointed as Whole Time Director vide EGM Resolution dated November 26, 2015	Wonder Precision Private Limited
4	Name: Mr. Prakash Vasantrao Kamat S/o- Mr. Vasantrao Annaji Kamat	Appointed as Independent Director vide EGM	Nil

Sr. No.	Name, Designation, Father's Name, Occupation, Term, Nationality, Age and DIN No.	Date of Appointment as Director	Other Directorships
	Age: 65 Years Designation: Non-Executive Independent Director Address: 503, Kalpana Apartments, Lane No.14 Off Prabhat Road, Pune- 411004 Maharashtra, India. Experience: 42 Years Occupation: Consultant & Visiting faculty Qualification: B.E. (Mech.) from Bombay University, Diploma in Operating Management. Term: 5 Years DIN: 07350643 Nationality: Indian	Resolution dated November 30, 2015.	
5	Name: Mr. Shashikant Vishnupant Bugde S/o:- Mr. Vishnupant Laxman Budge Age: 65 Years Designation: Non Executive Independent Director Address: 38, Gajanan Premnagar Society, Pune- Satara Road, Bibavewadi, Pune-411037, Maharashtra, India. Experience: 40 Years Occupation: Professional Qualification: G.D.C & A Term: 5 Years DIN: 01490772 Nationality: Indian	Appointed as Independent Director vide EGM Resolution dated November 30, 2015.	Nil
6	Name: Mr. Pramod Vinayak Apshankar S/o: Mr. Vinayak Nilkant Apshankar Age: 63 Years Designation: Non Executive Independent Director Address: 12, State Bank Colony, Shahu College Road, Parvati, Pune-411009, Maharashtra, India Experience: 41 Years Occupation: Business Qualification: B.E (Mechanical) Term: 5 Years DIN: 00019869 Nationality: Indian	Appointed as Independent Director vide EGM Resolution dated November 30, 2015.	Stud Craft (India) Private Limited

Brief Biographies of our Directors

Mrs. Indubala Subhash Vora, Chairman & & Whole-Time Director, Age 54 Years

Mrs. Indubala Subhash Vora, aged 54 years, residing at Kumar Santosh -Flat No. I/601, Shankar Sheth Road, Behind Mira Society, Gulatekadi, Pune City Market Yard, Pune- 411037, Maharashtra, India is the Chairman & Whole-Time Director of our Company. She is the promoter of our Company and is responsible for the development and implementation of Company's growth strategy and expansion. Her involvement with the job machining industry in different capacities along with her prior business knowledge acts as a support to the functioning of our Company and the group as a whole.

Mr. Sachin Subhash Vora, Managing Director, Age 35 Years

Mr. Sachin Subhash Vora, aged 35 years, residing at Kumar Santosh -Flat No.I /601, Shankar Sheth Road, Behind Mira Society, Gulatekadi ,Pune City Market Yard, Pune- 411037, Maharashtra, India. He is the Promoter and Managing Director of our Company with 13 years of experience in the automobile components Industry. He has completed his B.E. (Industrial Electronics) from University of Pune in the year 2002. He is responsible for the development and implementation of

Company's growth strategy and expansion in India and overseas. His leadership abilities have been instrumental in growth and development of our Company.

Mr. Sumit Subhash Vora, Whole-time Director, Age 31 Years

Mr. Sumit Subhash Vora, aged 31 years, residing at Kumar Santosh -Flat No.I /601, Shankar Sheth Road, Behind Mira Society, Gulatekadi ,Pune City Market Yard, Pune- 411037, Maharashtra, India. He is the Whole Time Director of our Company with 13 years of experience in automobile components Industry. He is Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education in the year 2002. He is awarded by NIIT for Web Centric Computing in the year 2002.He is responsible for looking after the business administration, including accounting, budgeting etc. He is also actively involved in sale and marketing of the Company's products to diverse sectors in the Industry.

Mr. Prakash Vasantrao Kamat, Non Executive Independent Director, Age 65 Years

Mr. Prakash Vasantrao Kamat, aged 65 years, is residing at 503, Kalpana Appartments, Lane No.14 off Prabhat Road, Pune- 411004 Maharashtra. He is the Non-Executive Independent Director of our Company having diversified experience of 42 years in the field of engineering, technology and supply chain operations. He has completed his Bachelors in Engineering (Mechanical) from Bombay University in 1973 and a Diploma in Operation Management from Bombay University in 1985. He presently provides consultancy services to SME companies for strategic sourcing, supply chain management and development of parts and improvements in the manufacturing operations. He also provides Guest Lectures in Management and Engineering Institutes in Operations Management & Supply- Chain Management

Mr. Shashikant Vishnupant Bugde, Non Executive Independent Director, Age 65 Years

Mr. Shashikant Vishnupant Bugde, aged 65 years, residing at 38, Gajanan Premnagar Society, Pune- Satara Road, Bibavewadi, Pune-411037, Maharashtra, is the Non-Executive Independent Director of our Company. He has over 40 years of experience in the field of finance and banking. He has completed his G.D.C & A. He was in the past associated with Cosmos Bank and was appointed as the Managing Director of Cosmos Bank in 1980 and continued as the Managing Director until 2010. He was instrumental behind the growth of Cosmos Bank.

Mr. Pramod Vinayak Apshankar, Non Executive Independent Director, Age 63 Years

Mr. Pramod Vinayak Apshankar, aged 63 years, residing at 12, State Bank Colony, Shahu College Road, Parvati, Pune-411009, Maharashtra, is the Non-Executive Independent Director of our Company with 41 years of experience in manufacturing sector. He has completed his Bachelors in Engineering (Mechanical) from Nagpur University in the year of 1975. He was in the past associated with Kirloskar Oil Engines. Presently, he is the Managing Director of Stud Craft (India) Pvt. Ltd. which deals in manufacturing weld studs and other engineering items.

Note:

- Apart from relations as mentioned below, no other directors are termed as relatives within the meaning of section 2 (77) of the Companies Act, 2013; none of our directors of our Company are related to each other.

Promoter / Director	Mrs. Indubala Subhash Vora	Mr. Sachin Subhash Vora	Mr. Sumit Subhash Vora
Mrs. Indubala Subhash Vora (Promoter/ Director)	-	Mother	Mother
Mr. Sachin Subhash Vora(Promoter/ Director)	Son	-	Brother
Mr. Sumit Subhash Vora(Promoter/ Director)	Son	Brother	-

- All of our directors are Indian nationals.
- None of the above mentioned Directors is on the RBI List of willful defaulters as on the date of this Draft Prospectus.
- Further none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies. None of our Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director

or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by the SEBI.

- There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors were selected as director or member of senior management.
- There is no service contract entered into by the Directors with the Company providing for benefits upon termination of employment.
- **Details of Borrowing Powers of Our Directors**

Pursuant to a special resolution passed at an Extra- Ordinary General Meeting of our Company held on September 10, 2015, pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Board of Directors of the Company be and is hereby authorized to borrow monies from time to time in excess of aggregate of paid up capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business) , provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of Rs.250.00 Crores (Rs. Two Hundred and Fifty Crores)

Compensation to 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 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (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:

Mrs. Indubala Subhash Vora Chairman & Whole Time Director: - She was originally appointed as the Director of our Company since incorporation. She was appointed as the Whole time Director of our Company pursuant to a Board resolution dated November 25, 2015 and shareholders' resolution passed at an EGM of our Company held on November 26, 2015. The details of remuneration payable to Mrs. Indubala Subhash Vora, as set out in the Board resolution dated November 25, 2015 and Shareholders' resolution passed at an EGM of our Company held on November 26, 2015 is stated below:

Consolidated remuneration	Up to Rs.30,000/- per month including all the perquisites and benefits if any, except the perquisites falling outside the preview of the ceiling of remuneration as per applicable provisions of Schedule V of the Companies Act, 2013. In case of no profits or inadequate profits, the foregoing amount of remuneration and benefits shall minimum remuneration but subject to limit prescribe under Schedule V of the Companies Act, 2013 from time to time.
Amount of compensation paid during the F. Y. 2014-15	Nil
Benefits in kind granted during the financial year ended 2015	Nil
Contingent or deferred compensation accrued for financial year ended 2015	Nil

Mr. Sachin Subhash Vora Managing Director: He was originally appointed as the Director of our Company on January 28, 2008. Subsequently he was appointed as the Managing Director of our Company pursuant to a Board resolution dated June 29, 2011. He was re-appointed as the Managing Director of our Company pursuant to a Board resolution dated November 25, 2015 and shareholders' resolution passed at an EGM of our Company held on November 26, 2015. The

details of remuneration payable to Mr. Sachin Subhash Vora, as set out in the Board resolution dated November 25, 2015 and Shareholders' resolution passed at an EGM of our Company held on November 26, 2015 is stated below:

Basic Salary	Rs.1,68,560/- per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Companies Act, 2013
Commission	NA
Perquisites and Facilities	<ul style="list-style-type: none"> ❖ The Company shall contribute to the provident Fund as per rules of the Company ❖ Other benefit and emoluments time to time as per the policy decided by the Company ❖ Perquisites shall be allowed in addition to the basic salary as considered hereinabove, but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time and in accordance with the rules made by the Company for said purpose. The perquisites shall be evaluated etc. as per the Income, tax Act, 1961, wherever applicable and in the absence of any such provision for the same, at actual cost. ❖ In case of no profits or inadequate profits, the foregoing amount of remuneration and benefits shall minimum remuneration but subject to limit prescribe under Schedule V of the Companies Act, 2013 from time to time.
Amount of compensation paid during the F. Y. 2014-15 (p.a.)	Rs. 21,40,013/-
Benefits in kind granted during the financial year ended 2015	Nil
Contingent or deferred compensation accrued for financial year ended 2015	Nil

Mr. Sumit Subhash Vora Whole Time Director: He was originally appointed as the Director of our Company on January 28, 2008. Subsequently he was appointed as the Whole Time Director of our Company pursuant to a Board resolution dated November 25, 2015 and shareholders' resolution passed at an EGM of our Company held on November 26, 2015. The details of remuneration payable to Mr. Sumit Subhash Vora, as set out in the Board resolution dated November 25, 2015 and Shareholders' resolution passed at an EGM of our Company held on November 26, 2015 is stated below:

Consolidated remuneration	<p>Up to Rs.1, 68,560/- per month including all the perquisites and benefits if any, except the perquisites falling outside the preview of the ceiling of remuneration as per applicable provisions of Schedule V of the Companies Act, 2013 (In the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013).</p> <p>In case of no profits or inadequate profits, the foregoing amount of remuneration and benefits shall minimum remuneration but subject to limit prescribe under Schedule V of the Companies Act, 2013 from time to time.</p>
Amount of compensation paid during the financial year ended 2015 (p.a)	Rs. 21,40,013/-

Benefits in kind granted during the financial year ended 2015	Nil
Contingent or deferred compensation accrued for financial year ended 2015	Nil

No portion of the compensation as mentioned above for Managing Director and Whole time Directors was paid pursuant to a bonus or profit sharing plan.

Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Executive Directors as stipulated under the heading **“Compensation to Managing Director and Whole Time Director”** above, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

No remuneration / sittings fees was paid to any Independent Director for the financial year 2014-15, as they were appointed in our Board in the financial year 2015-16.

Shareholding of our Directors in the Company

Our Articles of Association do not require our Directors to hold any qualification shares. The details of the shareholding of our Directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mrs. Indubala Subhash Vora	16,86,700	23.92	17.50
2	Mr. Sachin Subhash Vora	15,90,000	22.55	16.49
3	Mr. Sumit Subhash Vora	15,30,030	21.70	15.87
	Total	48,06,730	68.17	49.86

Interest of Directors

❖ Interest in the Promotion of the Company

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. For further details, please refer the section titled **“Our Promoter”, “Our Promoter Group and Group Companies /Entities”** and **“Related Party Transaction”** in **Annexure Y** under the Section titled **“Financial Information of the Company”** beginning on page no. 149,152, 160 of this Draft Prospectus

❖ Interest in the Property (including land also) acquired or proposed to be acquired by the Company within two (2) years of the date of the filing of this Draft Prospectus

Our Directors have no interest in any property acquired by our Company two years prior to the date of this Draft Prospectus or proposed to be acquired by us as on the date of filing of this Draft Prospectus. Our Company has not entered into any contracts or arrangements during the preceding the two years in which the Directors are interested directly or indirectly or no payments have been made to them in respect of these contracts or arrangements. For details of Properties, please refer to the section Property in the Chapter **“Our Business”** on page 112 of this Draft Prospectus

Interest to the extent of loan provided to the Company

Except as stated in the “**Related Party Transaction**” in **Annexure Y** under the Section titled “**Financial Information of the Company**” beginning on page no. 160 of this Draft Prospectus, none of our directors have provided any loan to the Company.

Other Interest

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles. The Executive Directors will be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to their relatives or the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated under the paragraph titled “**Related Party Transaction**” in **Annexure Y** under the Section titled “**Financial Information of the Company**” and “**Statement of Financial Indebtedness**” beginning on page no. 160 and 270 of this Draft Prospectus, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business. Further, please refer to the paragraph titled “**Full Particulars of the nature and extent of the Interest, if any, of our Promoters**” and “**Common Pursuits**” under Section titled “**Our Promoters**” and “**Our Promoter Group and Group Companies / Entities**” on page 149 and 152 of this Draft Prospectus for details of interest of our Promoter Director.

Shareholding of Directors in Subsidiary Company

Shareholding of Directors in our Subsidiary Company i.e. Wonder Precision Tools Pvt. Limited are as follow:-

Name of Directors	% of Shareholding
Mrs. Indubala Subhash Vora	1.00
Mr. Sachin Subhash Vora	1.00
Mr. Sumit Subhash Vora	1.00

Changes in Our Board of Directors during the last three years

Name	Date for Appointment/ Reappointment/ Cessation	Nature of Change	Reason
Mrs. Sarika Sachin Vora	March 13,2015	Appointment	Appointment as Director
Mrs. Lushita Sumit Vora	March 13,2015	Appointment	Appointment as Director
Mrs. Basanti Kundanmal Vora	July 10, 2015	Resignation	Resignation as Director
Mrs. Sarika Sachin Vora	July 10, 2015	Resignation	Resignation as Director
Mrs. Lushita Sumit Vora	July 10, 2015	Resignation	Resignation as Director
Mrs. Indubala Subhash Vora	November 26, 2015	Change in designation	Appointment as Whole-time Director
Mr. Sachin Subhash Vora	November 26, 2015	Change in designation	Re-appointment as Managing Director
Mr. Sumit Subhash Vora	November 26, 2015	Change in designation	Appointment as Whole-time Director

Name	Date for Appointment/ Reappointment/ Cessation	Nature of Change	Reason
Mr. Prakash Vasantrao Kamat	November 30, 2015	Appointment	Appointment as Independent Director
Mr. Shashikant Vishnupant Bugde	November 30, 2015	Appointment	Appointment as Independent Director
Mr. Pramod Vinayak Apshankar	November 30, 2015	Appointment	Appointment as Independent Director

Corporate Governance

The provisions of the As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on date of this Draft Prospectus, our Board has six Directors, comprising three executive Directors and three non – executive and Independent Directors.

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

- Audit Committee**
- Stakeholders Relationship Committee:**
- Nomination and Remuneration Committee**

1. Audit Committee

To comply with the provisions of Companies Act, 2013 and the related rules and SEBI Listing Regulations, Audit Committee was constituted by our Directors at their Board Meeting held on December 21, 2015. In terms of SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of 120 (one hundred and twenty) days between two of its meetings. The scope and functions of the Audit Committee are in accordance with section 177 of the Companies Act, 2013 and SEBI Listing Regulations. The Audit Committee consists of

Name of Director	Status in Committee	Nature of Directorship
Mr. Shashikant Vishnupant Bugde	Chairman	Non-Executive Independent Director
Mr. Pramod Vinayak Apshankar	Member	Non-Executive Independent Director
Mr. Sachin Subhash Vora	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee.

An independent director shall always be the Chairman of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The terms of reference of Audit Committee complies with requirements of both SEBI Listing Regulations and section 177 of The Companies Act, 2013. 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 (one hundred and twenty) 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. Meeting of the Audit Committee shall be called by at least seven days' notice in advance.
- C. Role and Powers:** The Role of Audit Committee together with its powers shall be as under:
1. Oversight of the Issuer'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 Company;
 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, with particular reference to:
 - a. 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;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
 5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the 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. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee shall mandatorily review the following information:

- 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 shall be subject to review by the Audit Committee.
- f. Statement of deviations:
 - ❖ half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange in terms of Regulation 32(1) of SEBI Listing Regulations, 2015.
 - ❖ annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of SEBI Listing Regulations, 2015.

2. Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee was constituted by our Board of Directors at their meeting held on December 21, 2015. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Pramod Vinayak Apshankar	Chairman	Non-Executive Independent Director
Mr. Shashikant Vishnupant Bugde	Member	Non-Executive Independent Director
Mr. Prakash Vasantrao Kamat	Member	Non-Executive Independent Director
Mr. Sachin Subhash Vora	Member	Managing Director

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. Quorum and 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 stakeholders' and investors' complaints, including and in respect of:
1. Allotment and listing of our shares in future
 2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
 3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
 4. Reference to statutory and regulatory authorities regarding investor grievances;
 5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
 6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

3. Nomination and Remuneration Committee:-

To comply with the provisions of Section 178 of the Companies Act, 2013 and the related rules, the Nomination and Remuneration/Compensation Committee was constituted by our Board of Directors by a resolution passed at the Board meeting on December 21, 2015.

Name of the Director	Status in Committee	Nature of Directorship
Mr. Pramod Vinayak Apshankar	Chairman	Non-Executive Independent Director
Mr. Shashikant Vishnupant Bugde	Member	Non-Executive Independent Director
Mr. Prakash Vasantrao Kamat	Member	Non-Executive Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

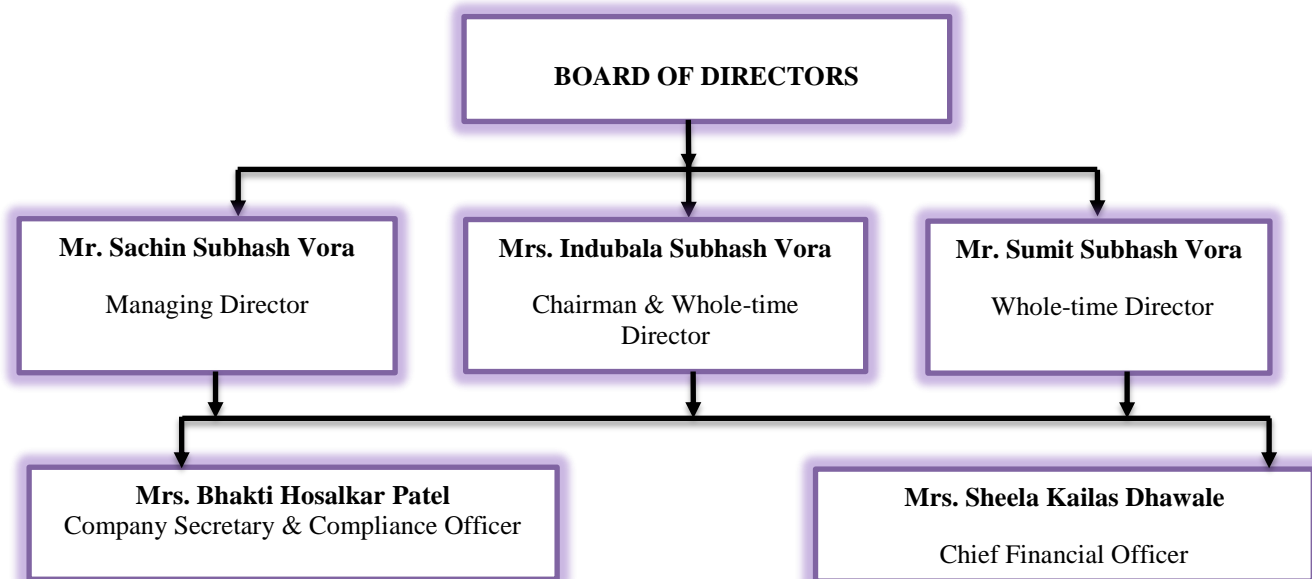
- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Remuneration Committee shall be called by at least seven days' notice in advance.
- C. Terms of Reference:**
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 3. Devising a policy on diversity of board of directors;
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
 7. 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.
 8. Decide the amount of Commission payable to the Whole time Directors.
 9. 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.
 10. To formulate and administer the Employee Stock Option Scheme.
 11. To retain, motivate and promote talent and to ensure the long term sustainability of talented managerial personnel.
 12. To develop a succession plan for the Board and to regularly view the plan.
 13. To implement and monitor policies and processes regarding principles of corporate governance.
 14. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Mrs. Bhakti Hosalkar Patel, Company Secretary and 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 on disclosure and internal procedure for prevention of Insider Trading

The provisions of 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 BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on Stock Exchange.

ORGANISATION STRUCTURE



Our Key Managerial Personnel

Our Company is supported by a professionals 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	Compensation paid for the F.Y ended 2015 (Rs. in Lacs)	Over all experience (in years)	Previous employment
Name: Mrs. Sheela Kailas Dhawale Designation: Chief Financial Officer Qualification: BE (Computer Technology)	37 years	March 1, 2001	7,23,439	More than 14 years	Nil
Name: Mrs. Bhakti Hosalkar Patel Designation: Company Secretary & Compliance Officer. Qualification: M.Com, Company Secretary	31 years	November 1, 2015	Nil (Current: 3,97,104/- p.a.)	4 years	M/s. H.J Patel & Co.
Name: Mrs. Indubala Subhash Vora Designation: Chairman & Whole-Time Director	For Further details, please refer the section title <i>“Our Management”</i> on page no. 134 of this Draft Prospectus.				
Name: Mr. Sachin Subhash Vora Designation: Managing Director	For Further details, please refer the section title <i>“Our Management”</i> on page no. 134 of this Draft Prospectus.				
Name: Mr. Sumit Subhash Vora Designation: Whole-time Director	For Further details, please refer the section title <i>“Our Management”</i> on page no. 134 of this Draft Prospectus.				

Brief Profile of Key Managerial Personnel

Mrs. Sheela Kailas Dhawale, aged 37 years, residing at Flat No. E 203, Survana Park Co-operative Housing Society, Bavdhan, Pune – 411021 Maharashtra, India is appointed as Chief Financial Officer vide Board resolution dated October 20, 2015 of our Company. She has working with us since March 1, 2001. Mrs. Sheela has completed her BE (Computer Technology) from Nagpur University in the year 2000 securing 1st division. She has vast Experience in the field of Accounting & Finance. She was paid a gross remuneration of Rs. 7, 23,439 in previous F.Y.

Mrs. Bhakti Hosalkar Patel, aged 31 years, residing at B1/ 504, Bramha Emerald County, Near Kausar Baug, off NIBM Road, Kondhwa Khurd, Pune-411048, Maharashtra India, is appointed as Company Secretary vide Board Resolution dated October 20, 2015 of our Company. She is a Company Secretary from Institute of Company Secretaries of India and has overall experience of 4 years in her functional area. She is responsible for day to day operation and look after the overall secretarial work and corporate compliances of our Company. She joined our Company on November 1, 2015.

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.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2015.
- Except as stated in section titled “**Our Management**” and “**Our Business**” on page no. 134 and 112 respectively of this Draft Prospectus 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 follows:-

Sr. No.	Name of Key Managerial Person	Number of shares
1.	Mrs. Indubala Subhash Vora	16,86,700
2.	Mr. Sachin Subhash Vora	15,90,000
3.	Mr. Sumit Subhash Vora	15,30,030
4.	Mrs. Sheela Dhawale	280

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which we belong.
- None of our Directors and our key managerial personnel is related to our promoters and directors except as stated in section titled “**Our Management**” on page no. 134 of this Draft Prospectus.

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 years except as stated below:-

Sr. No.	Name	Designation	Date of Appointment / Cessation/ Promotion	Reasons
1.	Mrs. Indubala Subhash Vora	Chairman & Whole – Time Director	November 26, 2015	Change in Designation (Appointed as Whole-Time Director)
2.	Mr. Sachin Subhash Vora	Managing Director	November 26, 2015	Appointment
3.	Mr. Sumit Subhash Vora	Whole – Time Director	November 26, 2015	Change in Designation (Appointed as Whole-Time Director)
4.	Mrs. Sheela Kailas Dhawale	Chief Financial Officer	November 1, 2015	Promotion(Appointed as CFO)

Sr. No.	Name	Designation	Date of Appointment / Cessation/ Promotion	Reasons
5.	Mrs. Bhakti Hosalkar Patel	Company Secretary & Compliance Officer	November 1, 2015	Appointment

Bonus or profit sharing plan of the Key Managerial Personnel:-There is no bonus or profit sharing plan for our Key Managerial Personnel.

Interest of Key Managerial Personnel


The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in the Company, if any. Save and except as stated in the section Interest of Directors above, none of our Key Managerial Personnel has been paid any consideration of any nature from the Company, other than their remuneration.


Payment of Benefit to Officers of the Company


Our Company provides free of cost accommodation facilities at its factory to its employees working in the factory. Presently, several members of the staff have availed of such accommodation facilities. Save and except for the payment of salaries, yearly bonus and accommodation arrangements we do not provide any other benefits to our employees.

Employees: The total numbers of permanent employees as on October 31, 2015 is 120.

OUR PROMOTERS

	MRS. INDUBALA SUBHASH VORA : CHAIRMAN & WHOLE-TIME DIRECTOR	
	Qualification	7 th Standard
	Age	54 Years
	Address	Kumar Santosh, Flat No.601, Shankar Sheth Road, Behind Mira Society Gulatekadi Pune City Market Yard Pune- 411037
	Experience	4 Years
	Occupation	Business
	Permanent Account Number	AALPV8616N
	Passport Number	J3400677
	Name of Bank & Bank Account Details	HDFC BANK LIMITED Account No. 50100014595051
	Driving License Number	N.A.
	Voter Identification Card Number	MT/ 42/248/792353
	Aadhar No.	7338 4775 1112
	No. of Equity Shares held in Kranti Industries Limited (% of Shareholding-Pre Issue)	16, 86,700 (23.92%)
	Directorships in other Companies	Wonder Precision Private Limited
	Interest in other ventures	Nil

	MR. SACHIN SUBHASH VORA: MANAGING DIRECTOR	
	Qualification	B.E. (Industrial Electronics)
	Age	35 Years
	Address	Kumar Santosh, Flat No.601, Shankar Sheth Road, Behind Mira Society Gulatekadi Pune City Market Yard Pune- 411037
	Experience	13 Years
	Occupation	Business
	Permanent Account Number	ACNPV4341E
	Passport Number	J2773979
	Name of Bank & Bank Account Details	HDFC BANK LIMITED Account No. 00071140121851
	Driving License Number	MH/12/99/10809
	Voter Identification Card Number	XCT7639099
	Aadhar No.	2907 0267 8698
	No. of Equity Shares held in Kranti Industries Limited (% of Shareholding-Pre Issue)	15,90,000 (22.55%)
	Directorships in other Companies	Wonder Precision Private Limited
	Interest in other ventures	Laksh Beverages (25%) Sachin Subhash Vora HUF (Karta)

MR. SUMIT SUBHASH VORA: WHOLE-TIME DIRECTOR	
	Qualification
	Diploma in Mechanical Engineering
	Age
	31 Years
	Address
	Kumar Santosh, Flat No.601, Shankar Sheth Road, Behind Mira Society Gulatekadi Pune City Market Yard Pune- 411037
	Experience
	13 Years
	Occupation
	Business
	Permanent Account Number
	ACVPV4627P
	Passport Number
	L7776181
	Name of Bank & Bank Account Details
	HDFC BANK LIMITED Account No. 00071140121861
	Driving License Number
	MH/12/2000/0118068
	Voter Identification Card Number
	XCT7639115
	Aadhar No.
	9146 0618 7685
	No. of Equity Shares held in Kranti Industries Limited (% of Shareholding-Pre Issue)
	15, 30,030 (21.70%)
	Directorships in other Companies
	Wonder Precision Private Limited
	Interest in other ventures (Partnership Firms)
	Laksh Beverages (25%) Sumit Subhash Vora HUF (Karta)

We confirm that the Permanent Account Number, Bank Account Number and Passport Number of all the above Promoters have been submitted to BSE Limited at the time of filing of this Draft Prospectus.

Confirmations from our Promoters

Our Promoters have confirmed that they have not been declared as willful defaulter by RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past, nor any such proceedings are pending against our Promoters. Our Promoters has further confirmed that they have not been prohibited or debarred from accessing or operating in the capital markets for any reasons, or restrained from buying, selling or dealing in securities, under any order or directions made by SEBI or any other authorities and that no action has been taken against them or any entity promoted or controlled by them by any regulatory authorities.

Our Original Promoters were Mr. Subhash Kundanmal Vora and Mr. Shiv Prasad Kelkar, who were the subscribers to the MoA of Our Company. Our present Promoters Mrs. Indubala Subhash Vora and Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora have acquired the equity shares of the Company as disclosed in “**note no 5**” of Section titled “**Capital Structure**” on page 56 of this Draft Prospectus.:

Common Pursuits

Our Promoters have interest in our subsidiary company i.e. Wonder Precision Private Limited, which are engaged in the business similar to our Company.

As on the date of the Draft Prospectus, we cannot assure that our Promoters, Promoter Group/Group Entity 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. For further details, please refer to Section titled “**Risk Factors**” and “**Our Promoter Group and Group Companies / Entities**” on page 17 and 152 respectively of this 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 Promoters in our Company:- Our Promoters viz. Mrs. Indubala Subhash Vora, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora are interested to the extent of their shareholding in our Company and are also the Executive Directors of our Company, may be deemed to be interested to the extent of remuneration, as per the terms of their appointment and reimbursement of expenses payable to them.

Further they may be deemed to be interested in our Company to the extent of transactions carried on by our Company with them or their related entities. For further details, please refer to section titled “***Annexure Y -Related Party Transactions***” on page 212 and “***Interest of Directors***” under section titled “***Our Management***” on page 134 of this Draft Prospectus.

Interest in the property of Our Company: - Our promoters do not have any other interest in any property acquired 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 filing the Prospectus with RoC.

Related Party Transactions

For the transactions with our Promoter Group Entities, please refer to section titled “***Annexure- Y Related Party Transactions***” on page 212 of this Draft Prospectus.

Except as stated in “***Annexure Y Related Party Transactions***” beginning on page 212 of this Draft Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

Payment or Benefit to Promoters of Our Company

For details of payments or benefits paid to our Promoters, please refer to the paragraph “***Compensation of our Managing Director and Whole - time Directors***” in the chapter titled “***Our Management***” on page 134 of this Draft Prospectus. Also refer ***Annexure Y*** on “***Related Party Transactions***” on page 212 forming part of “***Financial Information of the Company***” and Paragraph on “***Interest of Promoters***” under section titled “***Our Promoters***” on page 149 of this Draft Prospectus.

Interest of Promoter in our Company Other than as Promoter

Except as mentioned in this section and the sections titled “***Our Business***”, “***History and Corporate Structure***”, “***Statement of Financial Indebtedness***” and “***Annexure-Y -Related Party Transactions***” on pages 112, 129, 270 and 212, respectively, our Promoter does not have any interest in our Company other than as Promoter.

Companies / Firms from which the Promoter has disassociated in last 3 (three) years

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.

Other ventures of our Promoters:- Save and except as disclosed in the section titled “***Our Promoters***” and “***Our Promoter Group and Group Companies /Entities***” beginning on page 149 & 152 respectively of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

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 286 of this Draft Prospectus.

Relationship of Promoters with our Directors:- Except as disclosed in section title “***Our Management***” beginning on page 134 of this Draft Prospectus, none of our promoters are related to any of our company’s directors within the meaning of Section 2(77) of the Companies Act, 2013.

OUR PROMOTER GROUP AND GROUP COMPANIES/ ENTITIES

In addition to the Promoters named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1)(zb) of SEBI ICDR Regulations:

RELATIONSHIP	MRS. INDUBALA SUBHASH VORA	MR. SACHIN SUBHASH VORA	MR. SUMIT SUBHASH VORA
FATHER	Mr. Tejrav Chogmal Rathod	Late Mr. Subhash Kundanmal Vora	Late Mr. Subhash Kundanmal Vora
MOTHER	Late Mrs. Lilabai Tejrav Rathod	Smt. Indubala Subhash Vora	Smt. Indubala Subhash Vora
SPOUSE	Late Mr. Subhash Kundanmal Vora	Mrs. Sarika Sachin Vora	Mrs. Lushita Sumit Vora
BROTHER	None	Mr. Sumit Subhash Vora	Mr. Sachin Subhash Vora
SISTER	Mrs. Chandanbala P Chopra Mrs. Sangita H Mehta Mrs. Kavita Vinod Jain Mrs. Rekha Kirtikuar Lodha	Mrs. Sapna Sunil Gadiya	Mrs. Sapna Sunil Gadiya
SON	Mr. Sachin Subhash Vora Mr. Sumit Subhash Vora	Mast. Jiyaan Sachin Vora	None
DAUGHTER	Mrs. Sapna Sunil Gadiya	Miss Preksha Sachin Vora	Ms. Grisha Sumit Vora Ms. Hazel Sumit Vora
SPOUSE'S FATHER	Late Kundanmal Pukhraj Vora	Late Mr. Shankarlal Chunilal Oswal	Mr. Prakash Sonaiya
SPOUSE'S MOTHER	Smt. Basanti Kundanmal Vora	Smt. Usha Shankarlal Oswal	Mrs. Pushpa Prakash sonaiya
SPOUSE'S BROTHER	Mr. Vijay Kundanmal Vora	Mr. Mahesh Shankarlal Oswal Mr. Mehul Shankarlal Oswal Mr. Mayur Shankarlal Oswal	Mr. Rishabh Prakash onaiya
SPOUSE'S SISTER	Mrs. Kalpana Pravin Mehta	None	Mrs. Bhavika Vikram Ratadia

Our Promoter Group as defined under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations, 2009 includes following entities:

Nature of Relationship	Companies / Entity
Anybody corporate in which ten percent or more of the equity 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 relative is a member.	None
Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	None
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total.	❖ Laksh Beverages (Partnership Firm) ❖ Sachin Subhash Vora HUF ❖ Sumit Subhash Vora HUF

OUR GROUP COMPANIES/ENTITIES

The definition of 'group companies / entities' was amended pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015, to include companies covered under applicable accounting standards and such other companies as are considered material by the Board. Pursuant to the resolution of our Board passed at the meeting held on December 21, 2015, our Board formulated a policy with respect to companies which it considered material to be identified as Group Companies/ Entities, pursuant to which the following entities, excluding Subsidiaries, are identified as Group Companies of our Company:

i. Body Corporates

The body corporates promoted by our Promoters are as set forth below:-NIL

ii. Other Promoter Group Entities

- ❖ Laksh Beverages (Partnership Firm)
- ❖ Sachin Subhash Vora HUF
- ❖ Sumit Subhash Vora HUF

No equity shares of our Group Companies / Entities are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

PARTNERSHIP FIRM

LAKSH BEVERAGES

"M/s. 'Laksh Beverages is a partnership firm between Mr. Sunil Ramesh Gadiya, Mr. Sachin Subhash Vora, Mrs. Sapna Sunil Gadiya and Mr. Sumit Subhash Vora. The partnership is governed by a deed of Partnership dated March 19, 2014 having its principal place of business at:- Flat No. 21, Building No. 11, Anand Park Co-operative Housing Society, Shankarsheth Road, Gultekadi, Pune – 411037, Maharashtra, India

Date of Formation	March 1, 2014
Date of Partnership Deed	March 19, 2014
Date of Registration of Partnership Firm	N.A.
Registration Number	N.A.
PAN No.	AAFFL2317L
Registered Address	Flat No. 21, Building No. 11, Anand Park Co-operative Housing Society, Shankarsheth Road, Gultekadi, Pune – 411037, Maharashtra, India
Nature of Business	To carry on the business of Manufacturing & Trading of Packaged, semi packaged Drinking Water or any Concerning Activity with that etc.; and such other business / businesses as the parties may from time to time determine.

Partners

Sr. No	Name of Partners	Profit/Loss Sharing Ratio (in %)
1.	Mr. Sunil Ramesh Gadiya	25.00
2.	Mr. Sachin Subhash Vora	25.00
3.	Mrs. Sapna Sunil Gadiya	25.00
4.	Mr. Sumit Subhash Vora	25.00

Brief Financial Details:

(Amount in Rs.)

Particulars	As at March		
	2015	2014	2013
Partner's Capital Account	50,000	N.A	N.A
Partner's Current Account	33,38,826		
Sales	52,94,113		
Net Profit (Loss)	(20,21,212)		

HINDU UNDIVIDED FAMILIES (HUF'S)

Sr. No.	Name of HUF	PAN	Name of Karta	Member of HUF
1.	M/s Sachin Subhash Vora (HUF)	AAUHS7122P	Mr. Sachin Subhash Vora	Mr. Sachin Subhash Vora Mrs. Sarika Sachin Vora Miss Preksha Sachin Vora (Minor) Master Jiyaan Sachin Vora (Minor)
2.	M/s Sumit Subhash Vora (HUF)	AAUHS7086J	Mr. Sumit Subhash Vora	Mr. Sumit Subhash Vora Mrs. Lushita Sumit Vora Miss. Grisha Sumit Vora (Minor) Miss. Hazel Sumit Vora (Minor)

Sachin Subhash Vora (HUF):

Sachin Subhash Vora HUF is a Hindu un-divided family and was formed on March 28, 2007. Mr. Sachin Subhash Vora is the Karta of the HUF.

Financial Performance

(Amount in Rs.)

Particulars	As at March		
	2015	2014	2013
Capital	63,34,058	55,88,441	49,48,250
Income	7,99,462	7,28,910	5,74,453

Sumit Subhash Vora (HUF)

Sumit Subhash Vora HUF is a Hindu un-divided family and was formed on February 27, 2009. Mr. Sumit Subhash Vora is the Karta of the HUF

Financial Performance

(Amount in Rs.)

Particulars	As at March		
	2015	2014	2013
Capital	61,51,570	54,10,424	47,50,801
Income	7,76,307	7,16,570	5,57,698

Litigations

For details on litigations and disputes pending against the Group Entities, if any, please refer to the section titled ***“Outstanding Litigations and Material Developments”*** on page 286 of this Draft Prospectus.

Undertaking /Confirmations

Our Promoters, Promoter Group and Group entities confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group or Group Entities or persons in control of the Promoters has been

- (i) Prohibited from accessing the capital market 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.

None of the Promoters is or has 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.

Nature and Extent of Interest of Group Companies / Entities

(a) In the promotion of our Company

None of our Group Companies / Entities has any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified chapter titled ***“Annexure Y Related Party Transactions”*** on page 212 of this Draft Prospectus.

(b) In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Draft Prospectus with Stock Exchange

Our Group Companies/ Entities do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Draft Prospectus with Stock Exchange.

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

None of our Group Entities is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Related Business Transactions within the Group Companies and Significance on the Financial Performance of our Company

For details, please see the section titled ***“Annexure Y Related Party Transactions”*** on page 212 of this Draft Prospectus.

Related Party Transactions

For details, please see the section titled ***“Annexure Y Related Party Transactions”*** on page 212 of this Draft Prospectus.

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

Our Promoters have not disassociated with any of the group companies / entities in the last three years.

Change in Accounting Policies in the last three years

There has been no change in accounting policies in the last three years except as stated in the chapter titled “***Financial Information***” beginning on page 160 of this Draft Prospectus.

Payment of Amount or Benefits to our Group Companies during the Last Two Years

Except as mentioned in “***Annexure Y Related Party Transaction***” on page 212 of the Draft Prospectus, no amount or benefits were paid or were intended to be paid to our Group Companies during the last two years from the date of filing of this Draft Prospectus.

Common Pursuits

As on the date of the Draft Prospectus, we cannot assure that our Promoters, Promoter Group/Group Entities 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. For further details, please refer to Section titled “***Risk Factors***” and “***Our Promoter Group and Group Companies/Entities***” on page 17 and 152 respectively of this 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.

Sales / Purchase between our Company and Group Entities:

For details relating to sales or purchases between our Company and any of our Group companies / entities exceeding 10% of the sales or purchases of our Company see the chapter titled “***Financial Information of the Company - Related Party Disclosures***” on page 212 of this Draft Prospectus.

OUR SUBSIDIARY

Our Company has one subsidiary namely Wonder Precision Private Limited as of the date of this Draft Prospectus. Unless otherwise stated our Subsidiary is not a sick Company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and has not incurred any losses or has negative cash flows or are in the process of winding up. Further, our subsidiary has not made any public issue in the last 3 years from the date of this Draft Prospectus.

Main objects :	To export, import, manufacture, assemble, produce, exhibit, use manipulate, work, distribute, buy, sell, or otherwise deal in all kinds of metals, tools, jigs, doles. moulds, fixtures, mechanical instruments and devices, agricultural implements, automotive parts, gauges, appliances, apparatus, lathes, sharpeners, drillers, grindere, bearing machines,slotters, milling machines, scientific and precision instruments and to carry out forging, foundry, press work, profile work, engineering fabrication and erection works.		
Date of Incorporation	27/05/1986 [#]		
CIN	U27109PN1986PTC039913		
PAN	AAACU2355B		
Registered Office Address	J 63 M. I. D. C. Bhosari, Pune- 411026, Maharashtra, India		
Original Promoters (Subscribers to MOA)	Mr. Satish Mittal Mr. Satya Narayan Mittal		
Board of Directors*	Mrs. Indubala Subhash Vora Mr. Sachin Subhash Vora Mr. Sumeet Subhash Vora		
(Rs.in Lacs, except per share data)			
Audited Financial Information**	For the year ended March 31		
	2015	2014	2013
Equity Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(13.89)	(39.50)	(45.63)
Income including other income and exceptional income	269.84	238.19	269.31
Profit/ (Loss) after tax	25.62	6.13	(27.65)
Earnings per share (Face Value of Rs.100.00 each)	Rs. 2561.71	Rs. 613.03	0.00
Net asset value per share (Rs. Per Share)	(1288)	(3850)	(4463)

[#]Wonder Precision Private Limited has been acquired by our Company dated January 01, 2013

*As on the date of this Draft Prospectus

** As per Audited Financial Statements.

Capital Structure and Shareholding Pattern:

The authorized share Capital of Wonder Precision Private Limited is Rs.1, 00,000 divided into 1000 equity shares of Rs.100/- each

The shareholding Pattern of Wonder Precision Private Limited as on date of this Draft Prospectus is as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares Held	Shareholding (%)
1.	Kranti Industries Limited	970	97.00
2.	Mrs. Indubala Subhash Vora	10	1.00
3.	Mr. Sachin Subhash Vora	10	1.00
4.	Mr. Sumit Subhash Vora	10	1.00
	Total	1000	100.00

Interest of the Subsidiaries in our Company:

Our Subsidiary does not hold any equity shares in the Company. Except as stated in “*Annexure Y Related Party Transactions*” on page 212, our Subsidiary does not have any other interest in our Company’s business.

Common Pursuits:

Except as disclosed in this Draft Prospectus, our Subsidiary does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last three years. Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by Our Company.

SECTION V: - FINANCIAL INFORMATION OF THE COMPANY

RESTATED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS

Report of auditors on the Restated Standalone Summary Statement of Assets and Liabilities as at October 31, 2015, March 31, 2015, 2014, 2013, 2012 and 2011 and Related Restated Standalone Summary Statement of Profits and Losses and Cash Flows for the seven months period ended October 31, 2015 and for each of the years ended March 31, 2015, 2014, 2013, 2012 and 2011 of Kranti Industries Limited (Formerly Known as “Kranti Industries Private Limited.”)

(As required by Part I of Chapter III to the Companies Act, 2013)

To,
The Board of Directors,
Kranti Industries Limited,
Gat No 267/B/1, At Post Pirangut,
Tal. Mulshi, Pune, Maharashtra
India

Dear Sirs,

We have examined the attached Restated Standalone Summary Statements of Assets and Liabilities of Kranti Industries Limited. (Formerly known as “Kranti Industries Private Limited”) (hereinafter referred as “the Company”) as at 31st October 2015, 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 and the Related Restated Standalone Summary Statement of Profits & Losses for the seven months ended on 31st October 2015 & for each of the financial year ended on 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 and Restated Summary Statement of Cash Flow for the seven months ended on 31st October 2015 & for each financial year ended 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 (collectively “Restated Standalone Summary Statements” or “Restated Standalone Financial Statements”). These Restated Standalone Summary Statements have been prepared by the company and approved by the Board of Directors of the Company in connection with Initial Public Offering (IPO) in SME Platform of BSE Limited.

1. These Restated Standalone Summary Statements have been prepared in accordance with the requirements of:
 - i) Section 26 read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the “Act”);
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI Regulations”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications made thereto from time to time;
 - iii) The terms of reference to our engagements with the Company dated October 5, 2015, requesting us to examine the financial information referred to above and proposed to be included in the Draft offer Document / offer Document of the Company in connection with its proposed initial public offer of equity shares in SME Platform of BSE Ltd (“IPO” or “SME IPO”) and
 - iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“ICAI”) (“Guidance Note”)

2. The Restated Standalone Summary Statements of the Company have been extracted from the Audited Financial Statements of the Company as at 31st October 2015, 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 which have been approved by the Board of Directors.
3. Audit of the financial statements for the Seven Months ended October 31 2015 and Years ended March 31, 2015, 2014, 2013, 2012 & 2011 has been conducted by Company's Statutory Auditor, **M/s Rajasatyen & Associates**, Chartered Accountants. Further, financial statements for the seven months ended October 31, 2015 & year ended on March 31, 2015 have been re-audited by us as required under the SEBI ICDR Regulations. This report, in so far as it relates to the amounts included for each financial years ended as on March 31, 2014, 2013, 2012 and 2011 is based on the audited financial statements of the Company which were audited by the Statutory Auditor, M/s Rajasatyen & Associates, Chartered Accountants and whose Auditor's Report has been relied upon by us for the said periods.
4. In accordance with the requirements of Part I of Chapter III of Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The "Restated Standalone Summary Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at 31st October 2015, 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 are prepared by the Company and approved by the Board of Directors. These Summary Statement of Assets & Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
 - (ii) The "Restated Standalone Statement of Profit & Loss" as set out in Annexure II to this report, of the Company for the seven months ended 31st October 2015 & for each financial years ended 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 are prepared by the Company and approved by the Board of Directors. These Standalone Statement of Profit & Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
 - (iii) The "Restated Standalone Statement of Cash Flow" as set out in Annexure III to this report, of the Company for the seven months ended 31st October 2015 and for each financial years ended 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
5. Based on the above, we are of the opinion that the Restated Standalone Summary Statements have been made after incorporating:
 - a) Adjustments if any, for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are not qualifications which require adjustments.
 - c) There are no exceptional and extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) These Restated Profits / (Losses) have been arrived at after charging all expenses including depreciation and after making such adjustments / restatements and regroupings as in our opinion are appropriate and are to be read in accordance with Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

6. We have examined the following regrouped / rearranged financial information relating to the Company, proposed to be included in the Draft offer Document / offer Document ("Offer Document"), as approved by the Board of Directors of the Company and attached to this report for the seven months ended 31st October 2015 & for each financial years ended as on 31st March, 2015, 31st March, 2014, 31st March, 2013, 31st March, 2012 and 31st March, 2011
- (i) Statement of Restated Standalone Share Capital enclosed as **Annexure A**
 - (ii) Statement of Restated Standalone Reserves & Surplus enclosed as **Annexure B**
 - (iii) Statement of Restated Standalone Long Term Borrowings enclosed as **Annexure C**
 - (iv) Statement of Principal Terms of Secured Loans And Assets Charged As Security (**Annexure CF1**)
 - (v) Statement of Terms & Conditions of Unsecured Loans (**Annexure CF2**)
 - (vi) Statement of Restated Standalone Deferred Tax (Assets) / Liabilities enclosed as **Annexure D**
 - (vii) Statement of Restated Standalone Long Term Provisions enclosed as **Annexure E**
 - (viii) Statement of Restated Standalone Short Term Borrowings enclosed as **Annexure F**
 - (ix) Statement of Restated Standalone Trade Payables enclosed as **Annexure G**
 - (x) Statement of Restated Standalone Other Current Liabilities enclosed as **Annexure H**
 - (xi) Statement of Restated Standalone Short Term Provisions enclosed as **Annexure I**
 - (xii) Statement of Restated Standalone Fixed Assets enclosed as **Annexure J**
 - (xiii) Statement of Restated Standalone Non-Current Investments enclosed as **Annexure K**
 - (xiv) Statement of Restated Standalone Long Term Loans And Advances enclosed as **Annexure L**
 - (xv) Statement of Restated Standalone Other Non-Current Assets enclosed as **Annexure M**
 - (xvi) Statement of Restated Standalone Trade Receivables enclosed as **Annexure N**
 - (xvii) Statement of Restated Standalone Cash & Bank Balances enclosed as **Annexure O**
 - (xviii) Statement of Restated Standalone Short Term Loans & Advances enclosed as **Annexure P**
 - (xix) Statement of Restated Standalone Other Current Assets enclosed as **Annexure Q**
 - (xx) Statement of Restated Standalone Revenue from Operations and Other Income enclosed as **Annexure R**
 - (xxi) Statement of Restated Standalone Raw Materials & Components Consumed enclosed as **Annexure S**
 - (xxii) Statement of Restated Standalone Changes in Inventories of Finished Goods, Work-In-Progress And Stock-In-Trade enclosed as **Annexure T**
 - (xxiii) Statement of Restated Standalone Employee Benefit Expenses enclosed as **Annexure U**
 - (xxiv) Statement of Restated Standalone Other Expenses enclosed as **Annexure V**
 - (xxv) Statement of Restated Standalone Finance Costs enclosed as **Annexure W**
 - (xxvi) Statement of Restated Standalone Contingent Liabilities enclosed as **Annexure X**
 - (xxvii) Statement of Restated Standalone Related Party Transactions enclosed as **Annexure Y**
 - (xxviii) Statement of Restated Standalone Capitalization as at October 31, 2015 (pre-issue) and as adjusted for this issue (post issue) subject to reliance being placed on management representation in respect of post issue figures contained in the Statement of Capitalization enclosed as **Annexure Z**
 - (xxix) Summary of Restated Standalone Mandatory accounting ratios based on adjusted profits/losses, relating to earnings per share, net assets value per share and return on net worth enclosed as **Annexure AA**
 - (xxx) Statement of Restated Standalone Tax Shelter enclosed as **Annexure AB**
7. We, M/s. SPJV & CO, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
8. The preparation and presentation of the restated standalone financial statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The preparation and presentation of Financial Statements (Not Restated) and information referred to above is the responsibility of the Company.
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor this report be construed as a new opinion on any of the financial statements referred to therein.

10. We have no responsibility to update our report for the events and circumstances occurring after the date of our report.
11. In our opinion, the above financial information contained in Annexure I to Annexure AB read with respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
12. This report is intended solely for the use of Management and for the inclusion in the offer Document in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

13. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

- a) In the case of Restated Statement of Assets and Liabilities of the Company as at October 31, 2015 March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31 2011;
- b) In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the Period and Years ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Period and Years ended on that date.

For & On Behalf Of

SPJV & Co

Chartered Accountants

Firm Registration No. 116884W

CA. Satchidanand A. Ranade

Partner

Membership No.048013

Place : Pune

Date : January 21, 2016

ANNEXURE-I

RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Particulars	Annexure	As at					
		31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
I. EQUITY & LIABILITIES							
Shareholders' Funds							
Share Capital	A	705.00	470.00	400.00	400.00	400.00	400.00
Reserves & Surplus	B	552.37	836.08	675.87	634.49	601.13	365.81
		1257.37	1306.08	1075.87	1034.49	1001.13	765.81
Non-Current Liabilities							
Long-term borrowings	C	1506.31	1522.53	1807.53	1626.18	1609.87	1274.57
Deferred tax liabilities (Net)	D	135.72	129.35	133.99	148.20	149.55	76.43
Long-term provisions	E	13.41	13.41	12.34	10.90	8.83	14.43
		1655.44	1665.29	1953.85	1785.28	1768.25	1365.43
Current liabilities							
Short-term borrowings	F	385.71	482.49	584.26	1046.50	1023.35	518.66
Trade payables	G	132.25	210.98	47.91	20.98	44.13	0.00
Other current liabilities	H	319.37	287.69	309.04	152.60	307.58	798.21
Short-term provisions	I	116.32	137.86	89.63	98.76	82.67	190.48
		953.64	1119.02	1030.84	1318.84	1457.72	1507.35
Total		3866.45	4090.39	4060.57	4138.61	4227.10	3638.59
II. ASSETS							
Non-current assets							
Fixed Assets	J	2393.78	2392.42	2877.63	2908.46	3246.31	2652.87
Non-current investments	K	285.14	285.14	285.14	285.14	8.00	3.00
Long-term loans and advances	L	322.34	268.14	171.05	84.84	50.01	195.45
Other non-current assets	M	9.14	9.14	12.21	9.14	180.79	232.36
Current Assets							
Current Investments		0.00	0.00	0.00	0.00	0.00	0.00
Inventories		334.50	191.74	156.78	61.75	98.00	50.97
Trade Receivables	N	418.75	817.93	403.20	297.15	388.64	269.64
Cash & Bank Balances	O	1.51	31.03	110.10	315.58	57.37	7.14
Short Term Loans & Advances	P	64.02	59.76	42.80	174.48	196.22	227.16
Other Current Assets	Q	37.27	35.09	1.66	2.07	1.76	0.00
Total		3866.45	4090.39	4060.57	4138.61	4227.10	3638.59

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

ANNEXURE-II

RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

Particulars	An nx	For the period ended					
		31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Continuing Operations							
Revenue from operations:							
- Revenue From Sale of Products	R	1502.29	3220.75	3176.59	2856.01	3879.54	4075.98
- Revenue From Sale of Services	R	0.00	0.00	0.00	0.00	0.00	0.00
- Other Operating Income	R	98.71	222.80	206.36	175.24	240.04	204.00
Net Revenue from operations		1601.00	3443.55	3382.95	3031.24	4119.58	4279.99
Other income	R	17.42	100.45	25.37	30.36	29.88	11.38
Total Revenue (A)		1618.42	3544.00	3408.31	3061.60	4149.46	4291.37
Expenses:							
Cost of Materials & Stores Consumed	S	802.08	1903.90	1949.39	1593.29	2297.02	2775.06
Purchase of Stock-in-trade		0.00	0.00	0.00	0.00	0.00	0.00
Changes in inventories of finished goods, WIP and Stock-in-Trade	T	(22.76)	(10.13)	(55.75)	32.94	(27.10)	(28.04)
Employee benefits expense	U	224.66	332.09	256.91	215.75	222.48	225.67
Other expenses	V	358.08	603.77	495.40	418.85	463.37	341.25
Total Expenses (B)		1362.05	2829.63	2645.94	2260.83	2955.77	3370.02
Earnings Before Interest, Taxes, Depreciation & Amortization		256.37	714.37	762.37	800.78	1193.69	921.35
Finance costs	W	128.81	323.64	322.90	305.68	343.19	247.79
Depreciation and amortization expenses		169.89	361.38	390.83	422.65	506.06	242.51
Profit before exceptional items, extraordinary items and tax (C=A-B)		(42.34)	29.35	48.65	72.45	344.44	431.05
Exceptional items (D)		0.00	0.00	0.00	0.00	0.00	0.00
Profit before extraordinary items and tax (E=C-D)		(42.34)	29.35	48.65	72.45	344.44	431.05
Extraordinary items (F)		0.00	0.00	0.00	0.00	0.00	0.00
Profit before tax (G=E-F)		(42.34)	29.35	48.65	72.45	344.44	431.05
Provision for Tax							
- Current Tax		0.00	13.78	21.48	10.80	65.63	115.98
- Deferred Tax Liability / (Asset)		6.37	(4.64)	(14.21)	(1.35)	73.12	28.45
- MAT Credit Entitlement		0.00	0.00	0.00	29.64	(29.64)	0.00
Tax Expense For The Year (H)		6.37	9.14	7.27	39.08	109.12	144.43
Restated profit for the year from total operations (K=I+J)		(48.71)	20.20	41.38	33.36	235.32	286.62

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

ANNEXURE-III

RESTATED STANDALONE CASHFLOW STATEMENT

(Rs.in Lakhs)

Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
1.Cash Flow From Operating Activities:						
Net Profit before tax and extraordinary item	(42.34)	29.35	48.65	72.45	344.44	431.05
<i>Adjustments for:</i>						
Depreciation and amortization expense	169.89	361.38	390.83	422.65	506.06	242.51
Interest & Other Charges	128.81	323.64	322.90	305.68	343.19	247.79
(Profit)/Loss on sale of Fixed Assets	(9.45)	(63.65)	0.00	4.84	4.62	(1.71)
Dividend Received	(0.80)	(0.96)	(0.96)	(0.45)	(0.40)	(0.30)
Interest Received/ Other Non-Operative Receipts	(7.15)	(6.74)	(24.63)	(29.88)	(36.19)	(8.56)
Operating Profit before Working Capital Changes	238.97	643.02	736.78	775.28	1161.71	910.78
<i>Adjustments for:</i>						
Inventories	(142.76)	(34.97)	(95.03)	36.26	(47.04)	37.22
Trade Receivables	399.18	(414.73)	(106.06)	91.49	(119.00)	(15.22)
Short Term Loans & Advances	(4.25)	(16.97)	131.69	21.74	30.94	(141.10)
Other Current Assets	(2.18)	(33.43)	0.41	(0.31)	(1.76)	0.12
Trade Payables	(78.73)	163.06	26.93	(23.15)	44.13	0.00
Other Current Liabilities	31.68	(21.35)	156.44	(154.98)	(490.64)	787.08
Short term Provision	(21.54)	48.24	(9.13)	16.09	(107.81)	21.73
Cash Generated from Operation	420.37	332.88	842.03	762.43	470.53	1600.60
Taxes Paid	0.00	(13.78)	(21.48)	(10.80)	(65.63)	(115.98)
Mat Credit Entitlement	0.00	0.00	0.00	(29.64)	29.64	0.00
Net Cash from Operating Activities	420.37	319.10	820.55	721.99	434.54	1484.62
2. Cash Flow From Investing Activities:						
Fixed Assets Purchased (Net)	(183.49)	(119.77)	(353.73)	(99.27)	(1106.11)	(1433.85)
Additions to Capital Work In Progress	(0.70)	0.00	(6.27)	0.00	0.00	0.00
Sale of Fixed Assets	22.37	307.25	0.00	9.63	2.00	31.30
Dividend Received	0.80	0.96	0.96	0.45	0.40	0.30
Interest Received/ Other Non-Operative Receipts	7.15	6.74	24.63	29.88	36.19	8.56
<i>Adjustments for:</i>						
Long Term Loans & Advances	(54.20)	(97.09)	(86.21)	(34.83)	145.44	(17.11)
Non-Current Investments	0.00	0.00	0.00	(277.14)	(5.00)	(1.00)
Other Non-Current Assets	0.00	3.08	(3.08)	171.65	51.57	(221.88)
Long term Provision	0.00	1.07	1.44	2.08	(5.60)	3.95
Net Cash from Investing Activities	(208.06)	102.24	(422.25)	(197.55)	(881.11)	(1629.73)
3. Cash Flow From Financing						

Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Activities:						
Proceeds from issue of shares	0	210.00	0.00	0.00	0.00	0.00
Proceeds/(Repayment) of Short term borrowings	(96.79)	(101.77)	(462.24)	23.15	504.69	246.28
Proceeds/(Repayment) of Long term borrowings	(16.23)	(284.99)	181.35	16.30	335.30	14.81
Payment of Interim Dividend and tax on it	0.00	0.00	0.00	0.00	0.00	0.00
Interest & Other Charges paid	(128.81)	(323.64)	(322.90)	(305.68)	(343.19)	(247.79)
Net Cash from Financing Activities	(241.83)	(500.41)	(603.78)	(266.23)	496.80	13.30
Net Increase/ (Decrease) in Cash & Cash Equivalents (1+2+3)	(29.52)	(79.06)	(205.49)	258.21	50.23	(131.81)
Cash & Cash Equivalents at the beginning of the year	31.03	110.10	315.58	57.37	7.14	138.95
Cash & Cash Equivalents at the end of the year	1.51	31.03	110.10	315.58	57.37	7.14
Components of Cash & Cash Equivalents :						
Particulars	As at					
	31.10.2015	31.3.2015	31.3.2014	31.3.2013	31.3.2012	31.3.2011
Cash on Hand	1.19	0.88	0.81	0.35	1.04	0.95
Balances with Scheduled Banks						
In Current Accounts	0.32	5.16	2.42	12.88	6.33	6.18
In Deposit Accounts	0.00	25.00	106.86	302.36	50.00	0.00
Total Cash & Cash Equivalents	1.51	31.03	110.10	315.58	57.37	7.14

Note:

1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Figures in Brackets represents outflow.
3. The above statement should be read with the restated statement of assets and liabilities, profit and loss and significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively

RESTATED STANDALONE SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

Background:

Kranti Industries Limited (Formerly known as "Kranti Industries Private Limited") is a Company incorporated in India under the Companies Act, 1956. It was incorporated in the year 1995. CIN of the Company is U29299PN1995PLC095016. It is engaged in the field of manufacturing and processing engineering and automobile products. It is located at its registered address Gat No 267/B/1, At Post Pirangut, Taluka Mulshi, Pune, Maharashtra 412115. At the end of financial year 2012-2013, Wonder Precisions Private Limited, Pune became Subsidiary of the Company.

Nature of Operations

The Company is having its manufacturing facilities at Pirangut, Pune, is presently engaged in manufacturing & Processing of Engineering Products.

I. SIGNIFICANT ACCOUNTING POLICIES:

Basis of preparation of financial statements

These financial statements as restated are prepared under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the applicable accounting principles and applicable Accounting Standards notified under section 211 (3C) of the Companies Act, 1956 and read with general circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013 and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 accordingly. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP').

The financial statements for the year ended 31st March, 2015 and for Stub Period ending 31st October 2015 have been prepared in accordance with Schedule III of the Companies Act, 2013. Financial Statements for the year ended on 31st March 2014, 31st March 2013 and 31st March 2012 have been prepared in accordance with Revised Schedule VI of the Companies Act, 1956 and for the year ended on 31st March 2011 have been prepared in accordance with pre-revised Schedule VI of the Companies Act, 1956. For the purpose of inclusion in the offer document, audited financial statements are prepared in accordance with Schedule III of the Companies Act, 2013. The adoption of Schedule III of the Companies Act, 2013 do not impact recognition and measurement principles followed for preparation of financial statements. However, for the financial year ended on 31 March 2011, adoption of Revised Schedule VI of the Companies Act, 1956 and then Schedule III of the Companies Act, 2013 has significant impact on presentation and disclosures made in the financial statements for these years.

The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP'). The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Use of estimates

The preparation of financial statements require estimates and assumptions to be made that affect the reported balances of assets as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

Change in accounting estimate

Pursuant to Companies Act, 2013 being effective from 1 April 2014, the Company has revised the depreciation rates on fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

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.

Sales of Goods:

Revenue is recognized when significant risks and rewards of ownership of the goods sold are transferred to the customer.

Income from Services:

Revenue in respect of contracts for services is recognized when the services are rendered and related costs are incurred.

Other Income:

- Interest income is recognized on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.
- Dividend income is recognized generally on receipt basis

2. Fixed assets

Tangible Fixed assets

- ❖ Fixed assets are stated at historical cost less accumulated depreciation less impairment loss, if any. Cost comprises the Purchase Price including taxes, duties, freight and other incidental expenses related to acquisition & installation of the concerned assets. However, cost excludes Excise Duty, VAT and Service Tax, wherever credit of the duty is availed of.
- ❖ The Company has adopted Para 46/46A of AS 11 - "The Effects of Changes in Foreign Exchange Rates" and accordingly the cost of acquisition is adjusted for exchange differences relating to long-term foreign currency monetary liabilities attributable to the acquisition of fixed assets and the adjusted cost of respective fixed assets are depreciated over the remaining useful life of such assets.
- ❖ At each Balance sheet date, the Company ascertains whether there is any impairment of fixed assets based on internal/ external factors. Where there is an indication that an asset is impaired, the recoverable amount, if any is estimated and the impairment loss is recognized to the extent carrying amount exceeds recoverable amount.
- ❖ For the Financial Year 2015 the Company has adopted the useful life as it is provided in the Schedule-II of the Companies Act, 2013 without technical evaluation of useful life of the Assets except for the blocks of assets mentioned below:

Block of Assets	Useful Life Considered
Land & Building (All Assets)	40 Years
Electrical Installations (Few Assets)*	12 Years
Plant and Machinery (All Assets)	20 Years

- ❖ Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

* Refer Note No. 3 Depreciation for details of Assets under the Block Electrical Installations have been considered as 12 Years. For all other assets useful life is considered 10 Years.

Intangible Fixed Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses. The cost of intangible assets comprises its purchase price and any directly attributable

3. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost.

During the period ended 31 March 2015 the Company has realigned its depreciation policy in accordance with Schedule II to Companies Act, 2013. Consequently w.e.f. 1st April 2014

- a) Carrying Value of Assets is now depreciated over its revised remaining useful life.
- b) Where the remaining useful life of the assets is "NIL" as on 1st April 2014, carrying value of assets after retaining the residual value has been recognized in the Statement of Profit and Loss Account in accordance with the transitional provision of note 7(b) of Schedule-II of the Companies Act, 2013.

The details of useful life of an asset and its residual value estimated by the management are as follows:-

Type of Asset	Useful Life as per Management's estimate from April 1, 2014	Rates Applied FY 2010-2011 to FY 2013-2014
Factory Building*	40 Years	10.00%
Plant & Machinery **	20 Years	13.91%
Electrical Installations***	10 Years	13.91%
Furniture & Fixtures	10 Years	18.10%
Computers	3 Years	40.00%
Vehicles - Others	8 Years	25.89%
Office Equipment's	5 Years	13.91%
Trade Mark	25%	25.00%

In none of the case the residual value of a tangible asset is more than five per cent of the original cost of the asset

* For this class of asset, based on internal assessment by the Management the useful life is estimated to be 40 Years whereas the useful life for the said class of asset as per Schedule II is 30 Years.

** For this class of asset, based on internal assessment by the Management the useful life is estimated to be 20 Years whereas the useful life for the said class of asset as per Schedule II is 15 Years.

*** For this class of asset, based on internal assessment by the Management the useful life is estimated to be 12 Years whereas the useful life for the said class of asset as per Schedule II is 10 Years for the Following Specified Assets

Particulars of Assets	Useful Life Estimated
L T Panel	12 Years
Electrical Installations and Fittings	12 Years

- c) Effect of Change in Accounting Estimates on Financials is not ascertained, as there is change in method of depreciating assets based on the remaining useful life of the asset in accordance with the provisions of Companies Act, 2013.

4. Inventories

Inventories are stated at the lower of cost and net realizable value, less any provision for Obsolescence. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost is determined as Follows:

Finished Products and Work In Progress are valued at raw material cost plus costs of conversion, comprising labour costs and an attributable proportion of manufacturing overheads based on normal levels of activity.

Net Realizable Value:

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In the case of manufactured inventories and work in progress, cost includes an appropriate share of labour and overheads.

Work In Progress:

The Company currently ascertains and values Work in Progress on estimated basis.

5. Retirement Benefits & Other Employee benefits

Short Term

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive (Bonus) and Compensated absences which are expected to occur within 12 months after the end of the Period in which the employee renders the related service.

Long Term

❖ **Provident Fund Contribution**

The employees of the company are entitled to receive benefits in the form of Provident Fund, a defined contribution plan in which both employees and the company make monthly/annual contributions equal to specified percentage of the employee's salary. The contributions, as specified under law, are made to the respective Provident Fund Commissioner.

❖ **Employee's State Insurance Corporation Contribution**

The Company contributes to a Employee's State Insurance Corporation, a defined contribution plan for certain categories of employees. The contributions are made monthly on a pre-determined proportion of employee's salary to Insurance Corporation which administer the fund. The Company recognizes such contributions as expense over the period of services rendered.

❖ **Gratuity**

The Company has arrangement with Life Insurance Corporation Of India (LIC) for Gratuity Benefits for all eligible employees except Directors of the Company. The Company had a policy of recognizing Gratuity Liability of Directors on the basis of provisions laid down by the Payment of Gratuity Act, 1972.

❖ **Leave Encashment**

The Company does not make appropriate provision for Leave Encashment and is accounted on cash basis

6. Foreign exchange transactions

Transactions denominated in Foreign Currencies are recorded at the exchange rate prevailing on the date of the transactions or at the rates that closely approximate the rate at the date of transaction. Foreign Currency Monetary items outstanding at the Balance Sheet date are restated at year end rates. Any Income or Expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss. Non-Monetary Foreign Currency Items are carried at Cost.

7. Lease accounting

Operating Leases: Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognised as an expense in the statement of statement of profit and loss. Initial direct costs in respect of the lease acquired are expensed out in the year in which such costs are incurred.

8. Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

9. Taxes on income

Tax expenses comprise Current Tax / Minimum Alternate Tax (MAT) and deferred tax charge or credit.

Current tax –

Tax expense for a year comprises of current Tax and deferred tax.

Tax on income for the current period is determined on the basis of the taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on expected outcome of assessment/appeals

Deferred tax –

Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realisation. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

10. Earnings Per Share

Basic earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

11. Provisions and contingent liabilities

A provision is recognised when the company recognizes that it has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements. Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has-been incurred and the amount can be reasonably estimated.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

12. Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of investments.

Current investments are carried individually; at lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

13. Cash Flow Statements

Cash flows are reported using indirect method as set out in Accounting Standard (AS) -3 “Cash Flow Statement”, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents

Cash comprises cash at bank and in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

14. Government Grants & Assistance:

This includes subsidy being received from State Government and Western Maharashtra Development Corporation for fixed assets being non-repayable is grouped under Capital Reserve.

NOTES TO RESTATED SUMMARY STATEMENT:

The financial statements for the year ended March 31, 2011 were prepared as per the then-applicable pre-revised Schedule VI of the Companies Act 1956. Consequent to the notification of the revised schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012, year ended March 31, 2013, year ended March 31, 2014 and the year ended March 31, 2015 are prepared as per the revised schedule VI. Accordingly, the figures of the previous years have also been re-classified to confirm to classification as per the revised schedule VI. The adoption of revised schedule VI for the figures of the previous years does not impact recognition and measurement principles followed for the preparation of these financial statements.

1. Contingent liabilities and commitments (to the extent not provided for)

A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources. For further details please refer “*Annexure X for Contingent Liabilities*” on page 212 in the section title “*Financial Information of the Company*” in this Draft Prospectus.

2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Under the Micro, Small and Medium Enterprise Development Act, 2006 which came into force from October 2, 2006 certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The disclosures required under the said act are made only to the extent relevant information is readily available with the Company and is relied upon by the auditors.

As informed to us by the management, the company owes no dues, which are outstanding for more than 45 days as at 31/03/2015 to any “Micro, Small and Medium Enterprises” as required under “Micro, Small and Medium Enterprises Development Act 2006”

3. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure-Y of the enclosed financial statements.

4. Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is as under:

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	135.72	129.35	133.99	148.20	149.55	76.43
Net Deferred Tax (Asset)/Liability	135.72	129.35	133.99	148.20	149.55	76.43

5. Managerial Remuneration:

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Managerial Remuneration*	24.07	40.48	42.38	37.03	47.40	58.41
Total	24.07	40.48	42.38	37.03	47.40	58.41

*Remuneration Excludes Contribution to Provident Fund, Perks and Interest on Loans.

6. Auditors' Remuneration:

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
As Auditors						
Statutory Audit Fees *	0.00	0.60	0.60	0.60	0.60	0.60
Tax Audit Fees *	0.00	0.40	0.40	0.40	0.40	0.40
Total	0.00	1.00	1.00	1.00	1.00	1.00

* Excluding Service Tax and Internal Audit Fees

7. Earnings Per Share: Earnings per Share have been calculated as under:

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
A. Number of Shares at the beginning of the year	47,00,000	40,00,000	40,00,000	40,00,000	40,00,000	20,00,000
Shares issued during the year:						
Allotment (Including bonus shares issued)	23,50,000	7,00,000	0	0	0	20,00,000
B. Total Number of equity shares outstanding at the end of the year	70,50,000	47,00,000	40,00,000	40,00,000	40,00,000	40,00,000
C. Weighted average number of equity shares outstanding during the year (adjusted for sub-division and issue of bonus	70,50,000	63,51,342	63,50,000	63,50,000	63,50,000	63,50,000

share)*						
D. Net profit after tax available for equity shareholders as restated	(48.71)	20.20	41.38	33.36	235.32	286.62
E. Basic and Diluted earnings per share (Rs.)	(0.69)	0.32	0.65	0.53	3.71	4.51

*Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. since the split in face value of equity shares from Rs.100.00 each to Rs. 10.00 each fully paid up and the issue of bonus shares in the ratio of 1:2 without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2010-11, the earliest period reported

8. Figures have been rearranged and regrouped wherever practicable and considered necessary.
9. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
10. The balances of trade payables, trade receivables, loans and advances are considered as good are subject to confirmations of respective parties concerned.

11. 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. The disclosures as envisaged under the standard are as under:

a) Defined Benefit Plan (Gratuity)

Particulars	For the Period ended
	31-03-2015
	(Rs.in Lakhs)
1. The amounts recognized in the Balance Sheet are as follows:	
Present value of funded obligations recognised	18.86
Net Liability	18.86
2. The amounts recognised in the Profit & Loss A/c are as follows:	
Current Service Cost	2.93
Interest on Defined Benefit Obligation	1.23
Net Actuarial Losses / (Gains) Recognized in Year	1.42
Expected Return on Plan Assets	(1.24)
	4.34
3. Changes in the present value of defined benefit obligation:	
Defined benefit obligation as at the beginning of the year/period	13.43
Service cost	2.93
Interest cost	1.23
Actuarial Losses/(Gains)	1.39
Benefits Paid	(0.12)
Defined benefit obligation as at the end of the year/period	18.86
Benefit Description:	
Benefit type:	
Retirement Age:	58 Years
Vesting Period:	5 Years

Particulars	For the Period ended
	31-03-2015
The principal actuarial assumptions for the above are:	
Future Salary Rise:	5.00%
Discount rate per annum:	7.90%
Expected Return on Plan Assets	9.00%
Mortality Rate:	1% to 3%

As stated above the Company had no policy of recognizing Gratuity as per Actuarial Valuations. However, for the purpose of Restatement of Financial Statements company has calculated Gratuity Liability as per Actuarial Valuation only for the Financial Year 2014-2015. As Gratuity Liability is not calculated as per Actuarial valuations up to Financial Year 2013-2014, it is not restated in the Restated Financial Statements and is disclosed as per audited financial statements.

Also, Actuarial Losses/ (Gains) are not recognized in the Restated Statement of Profit and Loss Account for the Financial Year 2014-2015.

Provision for Gratuity for the period ending 31 October 2015 is not made as Company would provide the same on the basis of Actuarial Valuations at 31 March 2016. Gratuity Liability as per Actuarial Valuations is not available with the Company for the period ending 31 October 2015.

Following is the details of Gratuity Liability

Particulars	Gratuity Funded As At March 31, 2015
Provision for Employee Benefits as per Actuarial Valuations	
Present Value of Obligations as at March 31, 2015	18.86
Less : Funded by LIC*	15.61
Net Liability**	3.25

* Directors Gratuity Liability is not funded with LIC and Separate Provision is recognized for Directors Gratuity Liability of Rs. 13.41 Lakhs

** Actual Liability to be recognized in the Balance Sheet. However, as Company accounts its Gratuity Policy as per provisions of Gratuity Act, It is not restated at the net liability stated above, as Company has not calculated Gratuity Liability by actuarial valuations. The above liability also includes gratuity liability of directors which is provided in the books as per Payment of Gratuity Act.

b) Defined Contribution Plans

The Company is registered with the Regional Provident Fund Commissioner for the Employees' Provident Fund Scheme. Contributions to Provident Fund are included under head Salaries, allowances and welfare in the Statement of profit and loss.

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Provident Fund (including PF on labour contract)	8.65	13.79	9.39	9.59	9.41	7.04

12. Leases

Operating Lease:- Operating leases are mainly in the nature of lease of Plant and Machinery installed (Lease period 60 Months), and are renewable by mutual consent. Lease rental payments made by the Company are recognized in the statement of profit and loss.

Lease payments recognized in statement of profit & loss:

(Rs. In Lakhs)

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Lease Rentals Paid / Provided for	58.25	23.63	0.00	0.00	0.00	0.00

13. Transactions in Foreign Currency

Expenditure in Foreign Currency

Particulars	For the Period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Foreign Travelling	0.00	1.66	0.36	0.00	0.00	10.54
Import of Capital Goods	132.05	0.00	0.00	0.00	736.65	816.09
Import of Other Spares and Raw Material	0.00	0.00	0.00	0.00	33.91	0.95

There are no Earnings in Foreign Currency in any of the respective year.

14. Realizations

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value.

15. Contractual liabilities

In the Opinion of the Board, all other contractual liabilities connected with business operations of the Company have been appropriately provided for.

16. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupees. Figures in brackets indicate negative values

17. Previous year's figures

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures for the year ended March 31, 2011 dealt in this statement have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure to the extent possible.

18. Notes on Material Adjustments

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 Schedule III of the Companies Act, 2013 and Accounting Standards.

Statement of Adjustments in the financial statements:

Particulars	As at					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: (A)	(48.71)	20.21	41.38	36.93	231.76	286.62
Adjustment on Account of :						

Particulars	As at					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Add /Less) : Deferred Tax Created in books	0.00	0.00	0.00	(4.92)	76.68	0.00
Add/(Less) : Deferred Tax Created as per restatement	0.00	0.00	0.00	1.35	(73.12)	0.00
Add/(Less): Foreign Exchange Rate Difference Income / (Expenses) for the year not charged/charged to Profit and Loss Account.*	0.00	0.00	0.00	0.00	0.00	0.00
Add/(Less) : Provision of Income Tax in books	0.00	0.00	0.00	40.44	36.00	0.00
Add/(Less) : Provision of Income Tax as per restatement	0.00	0.00	0.00	(10.80)	(65.63)	0.00
Add/(Less) : Mat Credit Entitlement	0.00	0.00	0.00	(29.64)	29.64	0.00
Total (B)	0.00	0.00	0.00	(3.56)	3.56	0.00
Net Profit as Restated (A+B)	(48.71)	20.20	41.38	33.36	235.32	286.62

* In the Financials ending 31 March 2015 Foreign Exchange Rate Difference of Rs. 365 was not charged to Profit and Loss Account and was disclosed as Long Term Capital Advance in the Audited Financial Statements.

* In the Financials ending 31 October 2015 Foreign Exchange Rate Difference of Rs. 365 was charged to Profit and Loss Account in the Audited Financial Statements.

Material Regrouping

W.e.f April 1, 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. The adoption of Schedule III of the Companies Act, 2013 does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements for the year ended March 31, 2011. Accordingly, the Company has reclassified the figures for the previous year ended 31 March 2011 in accordance with the requirements applicable for the year ended 31 March 2015.

Appropriate adjustments have been made in the Restated Summary Statements of assets and liabilities, profit and losses and cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow in order to bring them in line with the audited financials of the Company as at and for the six months period ended October 31, 2015, prepared in accordance with Schedule III of the Companies Act, 2013 and the requirements of the Securities and Exchange board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Further numbers have been rounded off nearest to Rs. in Lakhs for all period presented.

The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss and cash flow statement as appearing in Annexures I, II and III respectively.

ANNEXURE – A

RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs Except per share data)

Particulars	As at					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Share Capital						
Authorized Share Capital						
100,00,000 Equity Shares of Rs.10 each fully paid up (PY: 10,00,000 Equity Shares of Rs. 100 each)	100,00,000	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Share Capital (in Rs.)	1000.00	1000.00	1000.00	1000.00	1000.00	1000.00
Issued, Subscribed and Paid up Share Capital						
70,50,000 Equity Shares of Rs. 10 each fully paid up (PY: 4,70,000 Equity Shares of Rs. 100 each)	70,50,000	4,70,000	4,00,000	4,00,000	4,00,000	4,00,000
Share Capital (in Rs.)	705.00	470.00	400.00	400.00	400.00	400.00
Total	705.00	470.00	400.00	400.00	400.00	400.00

During the Period ended 31 October 2015, each of 10, 00,000 Equity Shares of the nominal value of Rs. 100/- each in the Authorized Share Capital of the Company has been subdivided into 1,00,00,000 Equity Shares of Rs. 10/- each.

Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Equity Shares						
Shares outstanding at the beginning of the year	47,00,000	4,00,000	4,00,000	4,00,000	4,00,000	2,00,000
Shares Issued during the year*	23,50,000	70,000	-	-	-	2,00,000
Shares bought back during the year		-	-	-	-	0
Shares outstanding at the end of the year	70,50,000	4,70,000	4,00,000	4,00,000	4,00,000	4,00,000

*During the Financial Year 2010-2011 the company made a Bonus Issue of 2,00,000 Equity Shares of Rs. 100 each fully paid up in the ratio 1:1.

During the Financial Year 2014-2015 the company made a Right Issue of 70,000 Equity Shares of Rs. 100 each fully paid up at Securities Premium of Rs. 200 on each share.

During the Period ending 31st October 2015 the company made a Bonus Issue of 23, 50,000 Equity Shares of Rs. 10 each fully paid up in the ration 1:2.

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As At											
	31-10-2015		31-03-2015		31-03-2014		31-03-2013		31-03-2012		31-03-2011	
	No. Of Shares held	% of Holding	No. Of Share	% of Holding	No. Of Share	% of Holding	No. Of Share	% of Holding	No. Of Share	% of Holding	No. Of Share	% of Holding

			s held		s held		s held		s held		s held	
Mrs. Basanti K. Vora	7,50,030	10.64	50,000	10.64	50,000	12.50	50,000	12.50	50,000	12.50	50,000	12.50
Mrs. Indubala S. Vora	16,86,700	23.92	1,12,447	23.92	1,10,200	27.55	1,10,200	27.55	1,10,200	27.55	40,004	10.00
Mr. Sachin S. Vora	15,90,000	22.55	1,06,000	22.55	1,06,000	26.50	1,06,000	26.50	1,06,000	26.50	26,000	6.50
Mrs. Sapana Gaadiya	3,75,000	5.32	25,000	5.32	20,000	5.00	20,000	5.00	20,000	5.00	18,000	4.50
Mr. Sumeet S. Vora	15,30,000	21.70	1,02,000	21.70	1,02,000	25.50	1,02,000	25.50	1,02,000	25.50	22,000	5.50
Mr. Subhash Vora	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	2,06,196	51.55
S.K.Vora HUF	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	26,000	6.50
Total	59,31,730		3,95,447		3,88,200		3,88,200		3,88,200		3,88,200	

Kranti Industries Limited has only one class of shares i.e. equity share of Rs. 10/- each (PY: Rs. 100/- each). Each shareholder is entitled to vote in proportion to his share of the paid up equity share capital of the Company. The shareholders are entitled to receive the dividend in proportion to the amount of paid up share capital held by them. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the annual general meeting except in case of the interim dividend. The Company has not declared any dividend during the respective years.

Shares issued other than cash, bonus issue and shares bought back

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Equity Shares :						
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	23,50,000	Nil	Nil	Nil	Nil	2,00,000
Shares bought back	Nil	Nil	Nil	Nil	Nil	Nil

Unpaid Calls	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
By Directors	Nil	Nil	Nil	Nil	Nil	Nil
By others	Nil	Nil	Nil	Nil	Nil	Nil

ANNEXURE – B

RESTATED STANDALONE STATEMENT OF RESERVES AND SURPLUS

(Rs. In Lakhs)

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
<u>Capital Reserve (A)</u>						
Special Capital Incentive	9.14	9.14	9.14	9.14	9.14	9.14
<u>Securities Premium Reserve (B)</u>						
Opening Reserve	140.00	0.00	0.00	0.00	0.00	0.00
Add: Arised Right Issue of Shares	0.00	140.00	0.00	0.00	0.00	0.00
Less: Amount utilised for issue of Bonus Shares	140.00	0.00	0.00	0.00	0.00	0.00
Closing Balance (B)	0.00	140.00	0.00	0.00	0.00	0.00
<u>Other Reserves (C+D)</u>						
<u>General Reserve</u>						
Opening Balance	30.00	30.00	30.00	30.00	30.00	30.00
Add : Amount Transferred from Surplus in Statement of P & L	0.00	0.00	0.00	0.00	0.00	200.00
Less : Utilized for the issue of bonus shares	0.00	0.00	0.00	0.00	0.00	200.00
Closing Balance (C)	30.00	30.00	30.00	30.00	30.00	30.00
<u>Surplus in Statement of Profit & Loss</u>						
Balance as per last financial statements	656.94	636.73	595.35	561.99	326.67	240.05
Add : Profit for the year	(48.71)	20.20	41.38	33.36	235.32	286.62
Less : Amount transferred to General Reserve	0.00	0.00	0.00	0.00	0.00	(200.00)
Less : Amount Utilized For Issue of Bonus Shares*	(95.00)	0.00	0.00	0.00	0.00	0.00
Closing Balance (D)	513.23	656.94	636.73	595.35	561.99	326.67
Total (A+B+C+D)	552.37	836.08	675.87	634.49	601.13	365.81

Note: Bonus Shares has been issued from Securities Premium and Surplus in Statement of Profit & Loss Account

ANNEXURE-C

RESTATED STANDALONE STATEMENT OF LONG TERM BORROWINGS

(Rs. In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Long Term Borrowings						
<u>Term Loans</u>						
From Banks & Financial Institutions						
HDFC Bank Ltd	1235.00	1233.21	0.00	0.00	0.00	0.00
Cosmos Co-Operative Bank Ltd	0.00	0.00	1248.57	1017.08	1100.00	892.00
Less : Current Maturities (Refer Annexure H)	291.00	242.19	263.37	119.25	60.28	0.00
	944.00	991.03	985.21	897.83	1039.72	892.00
<u>Vehicle Loans</u>	0.00	0.00	0.00	6.07	0.00	8.00
<u>Loans and advances from related parties</u>						
From Shareholders, Directors & Relatives	562.31	531.51	822.32	722.28	570.15	374.57
TOTAL LONG-TERM BORROWINGS	1506.31	1522.53	1807.53	1626.18	1609.87	1274.57
The above amount includes:						
Secured Borrowings	944.00	991.03	985.21	903.90	1039.72	900.00
Unsecured Borrowings	562.31	531.51	822.32	722.28	570.15	374.57
TOTAL LONG-TERM BORROWINGS	1506.31	1522.53	1807.53	1626.18	1609.87	1274.57

Notes:

- 1) The terms and conditions and other information in respect of Secured Loans are given in Annexure-CF1
- 2) The terms and conditions and other information in respect of Unsecured Loans are given in Annexure-CF2

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Rs in Lakhs)

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
Secured Loan												
HDFC Bank Ltd	Working Capital (Cash Credit)	400	Base Rate + 2.00% i.e. Effective Rate 11.35%	Primary Security : Hypothecation by way of first and exclusive charge on all stocks, book debts, Machinery & Furniture for Unit II & Plant and Machinery out of respective Term Loans.	On Demand	NA	335.34	482.49	-	-	-	-
HDFC Bank Ltd	Working Capital (Bill Discounting)	200	Base Rate + 1.00% i.e. Effective Rate 10.35%		On Demand	NA	50.37	-	-	-	-	-
HDFC Bank Ltd	Term Loan I	240	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 45 monthly installments of Rs. 6.59 Lakhs per month.	NA	190.21	222.59	-	-	-	-
HDFC Bank Ltd	Term Loan II	200	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 47 monthly installments of Rs. 5.31 Lakhs per month.	NA	160.67	186.25	-	-	-	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
HDFC Bank Ltd	Term Loan III	250	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 46 monthly installments of Rs. 6.75 Lakhs per month.	NA	199.52	232.35	-	-	-	-
HDFC Bank Ltd	Term Loan IV	350	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 65 monthly installments of Rs. 7.26 Lakhs per month.	NA	304.52	334.15	-	-	-	-
HDFC Bank Ltd	Term Loan V	148.75 Disbursed 140.00	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 72 monthly installments of Rs. 2.70 Lakhs per month	NA	124.15	134.48	-	-	-	-
HDFC Bank Ltd	Term Loan VI	127.13	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 72 monthly installments of Rs. 2.45	NA	114.09	123.39	-	-	-	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
					Lakhs per month							
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VI)	(127.13)	As Per TAG		Valid Upto 36 Months	NA	-	-	-	-	-	-
HDFC Bank Ltd	Letter of Credit	115	1.50%		Valid Upto 12 Months	NA	-	-	-	-	-	-
HDFC Bank Ltd	Term Loan VII	196 - Disbursed 145.55	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 60 monthly installments of Rs. 3.18 Lakhs per month	NA	141.84	-	-	-	-	-
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VII)	(196)	As Per TAG		Valid Upto 36 Months	NA	-	-	-	-	-	-
HDFC Bank Ltd	Letter of Credit (Sublimit of TL VII)	(196)	1.50%		Valid Upto 12 Months	NA	-	-	-	-	-	-
HDFC Bank Ltd	PSR Limit (Sublimit of CC)	(32)	As Per TAG		Valid Upto 12 Months	NA	-	-	-	-	-	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
Cosmos Co-Operative Bank Ltd**	Working Capital (Cash Credit)	600	10-11 As Per Present Credit Rating 12% P.A. 11-12 As Per Present Credit Rating 15% P.A. 12-13 As Per Present Credit Rating 13% P.A. 13-14 As Per Present Credit Rating 14% P.A.	Primary Security : CC : Charge on all Current Assets	On Demand	NA	-	-	313.16	504.84	352.54	518.66
Cosmos Co-Operative Bank Ltd**	Working Capital (Buyer's Credit) (Sub Limit of Term Loan For Import of Machinery)	843	As per bank guidelines from time to time (approx 13% p.a.)	Primary Security : Cash Margin, Charge on Current And/or Fixed Assets	On Demand	NA	-	-	271.11	541.66	670.80	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180435	965	<u>10-11</u> As Per Credit Rating : Effective Rate 10.5 % P.A.	Primary Security: TL: First & exclusive charge on Plant And Machineries including Machineries Purchased against Term Loans.	Repayable in 66 months starting from 08th January 2007	6 Months	-	-	-	-	-	142.00
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180648	370	<u>10-11</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 14th January 2009.	Nil	-	-	-	-	-	200.00
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575100329	600	<u>10-11</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 16th August 2010	12 Months	-	-	-	-	150.00	350.00

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180727	312	<u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 09.10.2009	12 Months	-	-	-	-	-	200.00
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180921	638	<u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>12-13</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 23rd June 2011	6 Months	-	-	300.00	200.00	250.00	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180949	421	11-12 As Per Credit Rating : Effective Rate 10.50 % P.A. 12-13 As Per Credit Rating : Effective Rate 10.50 % P.A. 13-14 As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 22nd August 2011	12 Months	-	-	300.00	350.00	400.00	-
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180958	348	11-12 As Per Credit Rating : Effective Rate 10.50 % P.A. 12-13 As Per Credit Rating : Effective Rate 10.50 % P.A. 13-14 As Per Credit Rating		Repayable in 72 months, installment starting from 7th September 2011	12 Months	-	-	250.00	250.00	300.00	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
			: Effective Rate 10.50 % P.A.									
Cosmos Co-Operative Bank Ltd**	Term Loan - 005751801021	422	<u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 1st March 2013	12 Months	-	-	300.00	214.09	-	-
Cosmos Co-Operative Bank Ltd**	Term Loan - 005751801076	184.75	<u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 %		Repayable in 72 months, installment starting from 5th April 2014	12 Months	-	-	92.59	-	-	-

Loan from Banks / Financial Institutions												
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest***	Securities offered*	Re-payment	Moratorium	As at 31-10-2015	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012	As at 31-03-2011
			P.A.									
Cosmos Co-Operative Bank Ltd**	Vehicle Loan - 00575190213	10	10-11 As Per Credit Rating : Effective Rate 11.00 % P.A. 11-12 As Per Credit Rating : Effective Rate 11.00% P.A.	Primary Security: First & exclusive charge on Vehicles Purchased against Term Loans.	Repayable in 48 months, installment starting from 30th July 2010	Nil	-	-	-	-	-	8.00
Cosmos Co-Operative Bank Ltd**	Vehicle Loan - 00575190310	10	12-13 As Per Credit Rating : Effective Rate 14.00 % P.A.		Repayable in 36 months, installment starting from 29th December 2012	Nil	-	-	5.98	9.05	-	-

*** Current Base Rate of HDFC Bank Ltd is 9.35% p.a.

** All Credit Facilities and Term Loans were shifted from Cosmos Co-Operative Bank Ltd to HDFC Bank Ltd during the Financial Year 2014-2015.

* Please see Note 1 and Note 2 for the details of Collateral Security & Personal Guarantee respectively. Collateral Security and Personal Guarantee details are related to HDFC Bank Ltd as it is the Current Banker of the Company.

Note 1

Collateral Security:

Property Description:

1. Factory Land & Building at Unit No III, Gat NO 267/B1, Old Gat No 146 B, Opposite Nisarg Dabba, Village - Pirangut, Taluka - Mulshi, District - Pune.
2. Factory Land & Building at Gat NO 267/B/1, Plot No 7 & 8, Village - Pirangut, Taluka - Mulshi, District - Pune.

Note 2

Personal Guarantee of:

Personal Guarantee of all Directors, 100% Shareholders and Collateral Security Owners

Note 3: Negative Figures/Figures in brackets reflects Outflow of Resources

ANNEXURE-CF2

STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

Unsecured Loan from other companies

As represented by the management, there is no formal agreement in respect of the amount borrowed by the company. However, as informed by the management, the borrowing is not repayable within the next 12 months and it carry 12% p.a. interest as of now.

Details of Unsecured Loans outstanding as at the end of the respective periods from Directors / Promoters / Promoter Group / Relatives of Directors

(Rs.In Lakhs)

SUBHASH K VORA HUF						
Rate of Interest- 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	8.42	7.44
Amount Received/credited	0.00	0.00	0.00	0.00	8.20	0.98
Interest Accrued	0.00	0.00	0.00	0.00	0.45	1.06
Amount repaid/adjusted	0.00	0.00	0.00	0.00	17.03	0.95
TDS	0.00	0.00	0.00	0.00	0.05	0.11
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	8.42
VIJAY K. VORA (H.U.F.)						
Rate of Interest- 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	13.73	12.23	14.28	14.28
Amount Received/credited	0.00	0.00	0.50	1.50	7.95	0.00
Interest Accrued	0.00	0.00	0.43	1.70	2.66	1.86
Amount repaid/adjusted	0.00	0.00	14.61	1.53	12.39	1.67
TDS	0.00	0.00	0.04	0.17	0.27	0.19
Outstanding Amount	0.00	0.00	0.00	13.73	12.23	14.28
PISTABEN MADANRAJ JAIN						
Rate of Interest- 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	13.73	12.23	14.28	14.28
Amount Received/credited	0.00	0.00	0.50	1.50	7.95	0.00
Interest Accrued	0.00	0.00	0.43	1.70	2.66	1.86
Amount repaid/adjusted	0.00	0.00	14.61	1.53	12.39	1.67
TDS	0.00	0.00	0.04	0.17	0.27	0.19
Outstanding Amount	0.00	0.00	0.00	13.73	12.23	14.28
INDUBALA S. VORA						
Rate of Interest- 12%						

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	173.34	209.50	206.80	191.00	12.35	10.75
Amount Received/credited	1.66	0.50	9.60	22.00	319.65	1.60
Interest Accrued	6.99	19.83	25.07	26.53	17.47	1.53
Amount repaid/adjusted	6.30	54.51	29.46	30.08	156.73	1.38
TDS	0.70	1.98	2.51	2.65	1.75	0.15
Outstanding Amount	175.00	173.34	209.50	206.80	191.00	12.35
REKHA K. LODHA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	4.85	18.50	15.60	13.10	13.25	11.00
Amount Received/credited	1.70	3.75	2.90	2.50	2.85	2.25
Interest Accrued	0.31	2.27	2.22	1.94	1.88	1.58
Amount repaid/adjusted	0.28	19.44	2.00	1.74	4.69	1.43
TDS	0.03	0.23	0.22	0.19	0.19	0.16
Outstanding Amount	6.55	4.85	18.50	15.60	13.10	13.25
LILABAI TEJRAJ RATHOD						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	5.00	5.00	5.00	0.00
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	5.00
Interest Accrued	0.00	0.00	0.19	0.75	0.75	0.32
Amount repaid/adjusted	0.00	0.00	5.19	0.68	0.68	0.29
TDS	0.00	0.00	0.00	0.07	0.08	0.03
Outstanding Amount	0.00	0.00	0.00	5.00	5.00	5.00
LATA V. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	14.50	14.50	34.50	33.02	33.02	33.02
Amount Received/credited	10.50	45.50	0.00	1.48	0.00	0.00
Interest Accrued	1.06	2.29	3.60	4.34	4.30	4.29
Amount repaid/adjusted	0.95	47.56	23.24	3.90	3.87	3.86
TDS	0.11	0.23	0.36	0.43	0.43	0.43
Outstanding Amount	25.00	14.50	14.50	34.50	33.02	33.02
SUBHASH K. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	41.24	0.00
Amount Received/credited	0.00	0.00	0.00	0.00	11.26	59.00

Interest Accrued	0.00	0.00	0.00	0.00	1.59	5.40
Amount repaid/adjusted	0.00	0.00	0.00	0.00	53.93	22.62
TDS	0.00	0.00	0.00	0.00	0.16	0.54
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	41.24
VIJAY K. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	15.75	17.00	17.00	17.00	20.00	22.50
Amount Received/credited	0.00	0.75	0.00	0.00	0.00	0.00
Interest Accrued	0.83	1.70	2.04	2.21	2.54	2.62
Amount repaid/adjusted	7.74	3.53	1.84	1.99	5.29	4.86
TDS	0.08	0.17	0.20	0.22	0.25	0.26
Outstanding Amount	8.75	15.75	17.00	17.00	17.00	20.00
PREKSHA SACHIN VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0	5.05	4.10	3.75	0.99	0.85
Amount Received/credited	0	0.55	0.95	0.35	2.76	0.14
Interest Accrued	0	0.59	0.57	0.52	0.38	0.12
Amount repaid/adjusted	0	6.13	0.51	0.47	0.36	0.12
TDS	0	0.06	0.06	0.05	0.02	0.00
Outstanding Amount	0	0.00	5.05	4.10	3.75	0.99
GIRISH MADANRAJ MEHTA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
Opening Balance	0.00	0.00	0.00	0.00	3.00	3.00
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	0.00
Interest Accrued	0.00	0.00	0.00	0.00	0.09	0.36
Amount repaid/adjusted	0.00	0.00	0.00	0.00	3.08	0.32
TDS	0.00	0.00	0.00	0.00	0.01	0.04
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	3.00
GUNWANTI S. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	1.75	1.75
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	0.00
Interest Accrued	0.00	0.00	0.00	0.00	0.17	0.23
Amount repaid/adjusted	0.00	0.00	0.00	0.00	1.90	0.20
TDS	0.00	0.00	0.00	0.00	0.02	0.02

Outstanding Amount	0.00	0.00	0.00	0.00	0.00	1.75
BASANTI K. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	26.50	24.70	20.20	17.15	31.10	27.20
Amount Received/credited	2.50	1.80	4.50	3.05	12.15	3.90
Interest Accrued	1.10	2.43	2.94	2.50	2.33	3.83
Amount repaid/adjusted	0.99	2.18	2.64	2.25	28.20	3.45
TDS	0.11	0.24	0.29	0.25	0.23	0.38
Outstanding Amount	29.00	26.50	24.70	20.20	17.15	31.10
KAVITA JAIN						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	3.81	17.50	14.65	12.15	12.05	8.30
Amount Received/credited	1.80	4.25	2.85	2.50	2.80	3.75
Interest Accrued	0.23	2.19	2.09	1.85	1.73	1.23
Amount repaid/adjusted	0.21	19.91	1.89	1.66	4.25	1.10
TDS	0.02	0.22	0.21	0.18	0.17	0.12
Outstanding Amount	5.61	3.81	17.50	14.65	12.15	12.05
SAPNA SUNIL GADIYA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	2.50	20.00	22.20	19.20	6.70	5.95
Amount Received/credited	1.00	0.50	2.80	4.20	12.50	0.75
Interest Accrued	0.14	1.89	2.98	2.76	1.72	0.82
Amount repaid/adjusted	0.13	19.70	7.68	3.68	1.55	0.74
TDS	0.01	0.19	0.30	0.28	0.17	0.08
Outstanding Amount	3.50	2.50	20.00	22.20	19.20	6.70
SACHIN S. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	125.87	119.50	120.60	35.50	24.20	6.25
Amount Received/credited	2.17	12.01	12.90	87.10	12.00	20.45
Interest Accrued	5.04	11.19	15.11	5.94	3.98	2.55
Amount repaid/adjusted	5.57	15.57	27.60	7.35	4.28	4.79
TDS	0.50	1.26	1.51	0.59	0.40	0.25
Outstanding Amount	127.00	125.87	119.50	120.60	35.50	24.20
SHEELA K. DHAWALE						
Rate of Interest - 12%						
Particulars	As At					

	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	8.90	8.90	8.00	6.00	2.20	0.90
Amount Received/credited	4.60	0.40	3.25	2.00	3.80	1.45
Interest Accrued	0.68	1.33	1.15	0.94	0.70	0.13
Amount repaid/adjusted	1.12	1.60	3.39	0.84	0.63	0.27
TDS	0.07	0.13	0.12	0.09	0.07	0.01
Outstanding Amount	13.00	8.90	8.90	8.00	6.00	2.20
SUMEET S. VORA						
Rate of Interest - 12%						
	As At					
Particulars	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	57.98	48.00	33.50	25.00	13.75	5.00
Amount Received/credited	7.60	20.12	14.50	10.50	12.00	8.75
Interest Accrued	2.35	4.15	4.94	4.06	2.72	0.92
Amount repaid/adjusted	6.70	13.74	4.45	5.65	3.20	0.83
TDS	0.23	0.55	0.49	0.41	0.27	0.09
Outstanding Amount	61.00	57.98	48.00	33.50	25.00	13.75
DINESH B. OSWAL						
Rate of Interest - 12%						
	As At					
Particulars	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	14.75	6.25
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	8.50
Interest Accrued	0.00	0.00	0.00	0.00	0.16	1.07
Amount repaid/adjusted	0.00	0.00	0.00	0.00	14.89	0.96
TDS	0.00	0.00	0.00	0.00	0.02	0.11
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	14.75
CHANDANBALA DINESH OSWAL						
Rate of Interest - 12%						
	As At					
Particulars	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	8.79	7.15
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	1.64
Interest Accrued	0.00	0.00	0.00	0.00	0.09	1.02
Amount repaid/adjusted	0.00	0.00	0.00	0.00	8.87	0.92
TDS	0.00	0.00	0.00	0.00	0.01	0.10
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	8.79
SARIKA S. VORA						
Rate of Interest - 12%						
	As At					
Particulars	31-10-2015	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
Opening Balance	13.00	40.50	34.25	27.50	25.04	6.60
Amount Received/credited	3.00	7.00	6.25	6.75	6.46	28.44
Interest Accrued	0.82	4.86	4.55	4.06	3.54	3.93

Amount repaid/adjusted	0.74	38.88	4.10	3.65	7.19	13.54
TDS	0.08	0.49	0.46	0.41	0.35	0.39
Outstanding Amount	16.00	13.00	40.50	34.25	27.50	25.04
KUNAL V. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	5.23	5.23	5.23	5.23	5.55
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	0.00
Interest Accrued	0.00	0.24	0.63	0.68	0.68	0.72
Amount repaid/adjusted	0.00	5.45	0.56	0.61	0.61	0.97
TDS	0.00	0.02	0.06	0.07	0.07	0.07
Outstanding Amount	0.00	0.00	5.23	5.23	5.23	5.23
LUSHITA S. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	9.24	22.90	16.60	11.50	9.75	5.25
Amount Received/credited	3.76	5.85	6.30	5.10	5.75	4.50
Interest Accrued	0.61	2.84	2.41	1.85	1.51	0.97
Amount repaid/adjusted	0.54	22.07	2.16	1.66	5.36	0.87
TDS	0.06	0.28	0.24	0.18	0.15	0.10
Outstanding Amount	13.00	9.24	22.90	16.60	11.50	9.75
AKSHAY V. VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
Opening Balance	3.50	3.50	3.50	3.50	2.03	2.03
Amount Received/credited	0.00	0.00	0.00	1.00	3.30	0.00
Interest Accrued	0.19	0.39	0.42	0.45	0.55	0.26
Amount repaid/adjusted	3.67	0.35	0.38	1.41	2.33	0.24
TDS	0.02	0.04	0.04	0.05	0.06	0.03
Outstanding Amount	0.00	3.50	3.50	3.50	3.50	2.03
RAMESH T. OSWAL						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	2.00	2.00
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	0.00
Interest Accrued	0.00	0.00	0.00	0.00	0.12	0.24
Amount repaid/adjusted	0.00	0.00	0.00	0.00	2.11	0.22
TDS	0.00	0.00	0.00	0.00	0.01	0.02
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	2.00

PARESH H. MEHTA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	7.00	7.40	6.25	5.70	3.70	4.20
Amount Received/credited	0.00	0.00	1.15	0.55	2.30	1.95
Interest Accrued	0.37	0.81	0.87	0.80	0.67	0.57
Amount repaid/adjusted	7.33	1.13	0.78	0.72	0.90	2.97
TDS	0.04	0.08	0.09	0.08	0.07	0.06
Outstanding Amount	0.00	7.00	7.40	6.25	5.70	3.70
SANGITA H. MEHTA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	19.00	34.02	31.32	30.47	28.10	25.80
Amount Received/credited	0.00	33.98	2.70	0.85	2.37	2.30
Interest Accrued	1.05	3.64	3.97	4.07	3.84	3.50
Amount repaid/adjusted	0.94	52.28	3.57	3.66	3.45	3.15
TDS	0.10	0.36	0.40	0.41	0.38	0.35
Outstanding Amount	19.00	19.00	34.02	31.32	30.47	28.10
SACHIN S. VORA (HUF)						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	4.01	47.50	42.75	37.95	7.78	0.73
Amount Received/credited	1.24	6.50	4.75	5.55	34.47	7.05
Interest Accrued	0.23	5.61	5.90	5.51	2.62	0.59
Amount repaid/adjusted	0.70	55.04	5.31	5.71	6.65	0.53
TDS	0.02	0.56	0.59	0.55	0.26	0.06
Outstanding Amount	4.75	4.01	47.50	42.75	37.95	7.78
SUMEET S. VORA (HUF)						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	1.61	45.75	41.25	36.85	6.75	0.60
Amount Received/credited	1.39	5.85	4.50	5.15	34.40	6.15
Interest Accrued	0.09	5.37	5.69	5.36	2.48	0.66
Amount repaid/adjusted	0.33	54.83	5.13	5.57	6.53	0.59
TDS	0.01	0.54	0.57	0.54	0.25	0.07
Outstanding Amount	2.75	1.61	45.75	41.25	36.85	6.75
RUCHIRA AJIT DHARMADHIKARI						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011

Opening Balance	2.00	2.00	2.00	2.00	2.00	2.00
Amount Received/credited	2.00	0.00	0.00	0.00	0.00	0.00
Interest Accrued	0.12	0.24	0.24	0.24	0.24	0.24
Amount repaid/adjusted	0.11	0.22	0.22	0.22	0.22	0.22
TDS	0.01	0.02	0.02	0.02	0.02	0.02
Outstanding Amount	4.00	2.00	2.00	2.00	2.00	2.00

JAYSHREE BHAWARLAL OSWAL

Rate of Interest - 12%

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	0.75	0.60
Amount Received/credited	0.00	0.00	0.00	0.00	0.10	0.15
Interest Accrued	0.00	0.00	0.00	0.00	0.11	0.10
Amount repaid/adjusted	0.00	0.00	0.00	0.00	0.95	0.00
TDS	0.00	0.00	0.00	0.00	0.01	0.10
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	0.75

KIRAN JIVRAJ KITAWAT

Rate of Interest - 12%

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	5.00	0.00
Amount Received/credited	0.00	0.00	0.00	0.00	0.00	5.00
Interest Accrued	0.00	0.00	0.00	0.00	0.51	0.54
Amount repaid/adjusted	0.00	0.00	0.00	0.00	5.46	0.49
TDS	0.00	0.00	0.00	0.00	0.05	0.05
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	5.00

TEJRAJ C. RATHOD

Rate of Interest - 12%

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	12.00	12.00	5.00	5.00	5.00	0.00
Amount Received/credited	0.00	0.00	7.00	0.00	0.00	5.00
Interest Accrued	0.90	1.80	1.58	0.75	0.75	0.32
Amount repaid/adjusted	0.90	1.80	1.58	0.68	0.68	0.29
TDS	0.00	0.00	0.00	0.07	0.08	0.03
Outstanding Amount	12.00	12.00	12.00	5.00	5.00	5.00

GRISHA SUMIT VORA

Rate of Interest - 12%

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	4.64	3.75	3.15	0.10	0.00
Amount Received/credited	0.00	0.57	0.89	0.60	3.05	0.10
Interest Accrued	0.00	0.55	0.52	0.46	0.26	0.01
Amount repaid/adjusted	0.00	5.70	0.47	0.41	0.25	0.01

TDS	0.00	0.05	0.05	0.05	0.02	0.00
Outstanding Amount	0.00	0.00	4.64	3.75	3.15	0.10
KAILAS H. DHAWAL						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	8.25	8.25	5.00	3.70	0.00	0.00
Amount Received/credited	10.25	0.00	3.50	1.30	3.70	0.00
Interest Accrued	0.80	1.73	0.87	0.59	0.36	0.00
Amount repaid/adjusted	0.72	1.56	1.03	0.53	0.33	0.00
TDS	0.08	0.17	0.09	0.06	0.04	0.00
Outstanding Amount	18.50	8.25	8.25	5.00	3.70	0.00
MAYUR SHANKARLAL OSWAL						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.00	0.00	20.00	0.00	0.00
Interest Accrued	0.00	0.00	0.00	2.23	0.00	0.00
Amount repaid/adjusted	0.00	0.00	0.00	22.01	0.00	0.00
TDS	0.00	0.00	0.00	0.22	0.00	0.00
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	0.00
CHANDANBALA CHOPRA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	2.00	2.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.00	0.00	2.00	0.00	0.00
Interest Accrued	0.00	0.04	0.24	0.16	0.00	0.00
Amount repaid/adjusted	0.00	2.04	0.22	0.15	0.00	0.00
TDS	0.00	0.00	0.02	0.02	0.00	0.00
Outstanding Amount	0.00	0.00	2.00	2.00	0.00	0.00
JIYAAN SACHIN VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.33	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.08	0.33	0.00	0.00	0.00
Interest Accrued	0.00	0.04	0.03	0.00	0.00	0.00
Amount repaid/adjusted	0.00	0.45	0.03	0.00	0.00	0.00
TDS	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.33	0.00	0.00	0.00
REALITY WAREHOUSING PVT. LTD.						
Rate of Interest - 12%						

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	65.00	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.00	100.00	0.00	0.00	0.00
Interest Accrued	0.00	0.00	5.26	0.00	0.00	0.00
Amount repaid/adjusted	0.00	65.00	40.26	0.00	0.00	0.00
TDS	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	65.00	0.00	0.00	0.00
AMAN VINOD JAIN						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.40	0.40	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.25	0.40	0.00	0.00	0.00
Interest Accrued	0.02	0.07	0.04	0.00	0.00	0.00
Amount repaid/adjusted	0.02	0.31	0.03	0.00	0.00	0.00
TDS	0.00	0.01	0.00	0.00	0.00	0.00
Outstanding Amount	0.40	0.40	0.40	0.00	0.00	0.00
HAZEL SUMIT VORA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.25	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	0.16	0.25	0.00	0.00	0.00
Interest Accrued	0.00	0.04	0.01	0.00	0.00	0.00
Amount repaid/adjusted	0.00	0.44	0.01	0.00	0.00	0.00
TDS	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.25	0.00	0.00	0.00
RUSHABH P. SONAIYA						
Rate of Interest - 12%						
Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance	0.00	0.00	0.00	0.00	0.00	0.00
Amount Received/credited	0.00	10.00	0.00	0.00	0.00	0.00
Interest Accrued	0.00	1.03	0.00	0.00	0.00	0.00
Amount repaid/adjusted	0.00	10.93	0.00	0.00	0.00	0.00
TDS	0.00	0.10	0.00	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.00	0.00	0.00	0.00

ANNEXURE- D

RESTATED STANDALONE STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Rs. In Lakhs)

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance (A)						
Opening Balance of Deferred Tax (Asset) / Liability	129.35	133.99	148.20	149.55	76.43	47.98
Current Year Provision (B)						
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	6.37	(4.64)	(14.21)	(1.35)	73.12	28.45
Closing Balance of Deferred Tax (Asset) / Liability (C=A+B)	135.72	129.35	133.99	148.20	149.55	76.43

ANNEXURE-E

RESTATED STANDALONE STATEMENT OF LONG-TERM PROVISIONS

(Rs. In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Provision for Employee Benefits						
Provision for Gratuity (unfunded)*	13.41	13.41	12.34	10.90	8.83	14.43
TOTAL	13.41	13.41	12.34	10.90	8.83	14.43

* Gratuity Liability includes only liability towards Director's. It does not include Liability towards other Employees. Separate Arrangement with LIC is made for employee gratuity liability. (Refer Note 11 in Notes to Accounts)

ANNEXURE-F

RESTATED STANDALONE STATEMENT OF SHORT TERM BORROWINGS

(Rs. In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Short Term Borrowings						
Loans Repayable On Demand						
Secured						
From Banks- Cash Credit	335.34	482.49	313.16	504.84	352.54	518.66
From Banks- Buyers Credit	50.37	0.00	271.11	541.66	670.80	0.00
TOTAL SHORT-TERM	385.71	482.49	584.26	1046.50	1023.35	518.66
The above amount includes:						
Secured Borrowings	385.71	482.49	584.26	1046.50	1023.35	518.66
Unsecured Borrowings	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	385.71	482.49	584.26	1046.50	1023.35	518.66

1) The terms and conditions and other information in respect of Secured Loans are given in Annexure-CF1

ANNEXURE-G

RESTATED STANDALONE STATEMENT OF TRADE PAYABLES

(Rs in Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Trade Payables						
For Goods and Expenses						
Towards Micro, Small and Medium Enterprises	-	-	-	-	-	-
Towards Others	132.25	210.98	47.91	20.98	44.13	-
TOTAL	132.25	210.98	47.91	20.98	44.13	-

ANNEXURE-H

RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES

(Rs.In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Current maturities of long-term borrowings						
From Banks & Financial Institutions (Refer Annexure C)	291.00	242.19	263.37	119.25	60.28	0.00
Other Liabilities						
Interest accrued but not due (Long Term Borrowings)	13.04	9.45	8.94	3.81	6.37	0.00
Advance Received	9.48	6.00	31.16	23.92	106.72	228.96
Deposits Payable	0.27	0.27	0.00	0.05	4.00	5.93
Due to Customers For Capital Goods	0.00	24.21	0.00	0.00	124.64	557.75
Sales Tax Loan under Package Scheme of Incentives of Government of Maharashtra	5.57	5.57	5.57	5.57	5.57	5.57
TOTAL	319.37	287.69	309.04	152.60	307.58	798.21

ANNEXURE-I

RESTATED STANDALONE STATEMENT OF SHORT-TERM PROVISIONS

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Provisions :						
For Employee Benefits	21.11	21.62	16.40	3.50	0.00	0.04
For Direct Taxes						
Tax Collected At Source	0.08	0.24	0.20	0.15	0.16	0.00
Tax Deducted At Source	1.58	5.62	4.41	6.89	6.84	0.30
Provision For Income Tax	69.67	69.67	55.89	76.33	65.63	182.23
For Indirect Taxes						
Central Sales Tax (CST)	1.40	20.65	2.46	0.97	0.00	0.00
Excise	0.00	0.00	0.00	0.00	0.00	1.39

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Service Tax	0.00	0.00	0.00	0.00	0.00	4.99
Profession Tax	0.24	0.24	0.00	0.00	0.00	0.00
For Provident Fund	2.58	2.63	0.00	0.00	0.00	0.00
For Expenses	19.66	17.20	10.27	10.91	10.03	1.53
TOTAL	116.32	137.86	89.63	98.76	82.67	190.48

ANNEXURE-J

RESTATED STANDALONE STATEMENT OF FIXED ASSETS

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Tangible Assets						
Freehold Land						
Land - 1	26.83	26.83	26.83	26.83	26.83	26.83
Land - 2	122.65	122.65	122.65	122.65	122.65	122.15
Buildings						
Factory Premises - 1	59.27	60.55	64.65	71.83	79.79	88.65
Factory Premises - 2	308.88	313.68	314.01	340.02	369.81	0.00
Training Centre	0.00	0.00	10.74	11.93	13.25	14.73
Guest House	46.54	47.43	50.28	55.86	0.00	0.00
Plant & Machinery	1722.55	1709.80	2186.51	2182.93	2533.32	2042.33
Electrical Installations	16.12	18.32	26.25	30.49	35.40	6.00
Furniture and Fittings	46.30	54.83	11.82	14.43	17.60	17.05
Vehicles - Others	21.95	29.66	44.46	35.25	27.26	16.81
Office Equipments	3.23	3.84	9.23	10.33	10.58	4.82
Computers	3.00	4.78	3.89	5.90	6.43	7.53
Tools & Fixtures	15.74	0.00	0.00	0.00	0.00	0.00
	2393.06	2392.38	2871.32	2908.46	3242.93	2346.90
Intangible Assets						
Trade Mark	0.03	0.04	0.05	0.01	0.01	0.01
Capital Work-in-Progress	0.70	0.00	6.27	0.00	3.37	305.96
TOTAL	2393.78	2392.42	2877.63	2908.46	3246.31	2652.87

ANNEXURE-K

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

(Rs In Lakhs)

Particulars	Share Unit Nos	31-10-2015	Share Unit Nos	31-3-2014	Share Unit Nos	31-3-2014	Share Unit Nos	31-3-2013	Share Unit Nos	31-3-2012	Share Unit Nos	31-3-2011
Non-Current Investment												

Particulars	Share Units Nos	31-10-2015	Share Units Nos	31-3-2014	Share Units Nos	31-3-2014	Share Units Nos	31-3-2013	Share Units Nos	31-3-2012	Share Units Nos	31-3-2011
(Other Than Trade, at Cost)												
Investment in equity, Unquoted	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shares of Co-Operative Bank												
Cosmos Co-operative Bank Ltd.	8,000	8.00	8,000	8.00	8,000	8.00	8,000	8.00	8,000	8.00	3,000	3.00
Investments in Subsidiary Companies												
Wonder Precision Private Limited	97,000	277.14	97,000	277.14	97,000	277.14	97,000	277.14	0	0.00	0	0.00
Investments in Other Companies												
Stud Craft (I) Private Limited*	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	5	0.00
TOTAL	1,05,000	285.14	1,05,000	285.14	1,05,000	285.14	1,05,000	285.14	8,000	8.00	3,005	3.00

*Company held 5 fully paid up Equity Shares of Stud Craft (I) Private Limited of Rs. 10 Each as at 31st March 2011. It was sold in the Financial Year 2011-2012 at Rs. 10 Each.

ANNEXURE-L

RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Unsecured, Considered Good Unless Otherwise Stated						
<u>Security Deposits</u>	13.81	13.56	13.70	13.65	13.62	13.77
<u>Loans and advances to Related Parties</u>						
Wonder Precision Private Limited	150.00	100.00	100.00	0.00	0.00	0.00
Kranti Communications	0.00	0.00	0.50	0.50	0.50	0.50
<u>Other Loans and Advances</u>						
Balance with Income Tax Authorities	74.46	70.51	56.86	70.70	35.89	181.19
Advance Against Lease	84.07	84.07	0.00	0.00	0.00	0.00
TOTAL	322.34	268.14	171.05	84.84	50.01	195.45

Note: Long term loans and advances to Wonder Precision Private Limited as stated above are recoverable from Subsidiary Company.

ANNEXURE – M

RESTATED STANDALONE STATEMENT OF OTHER NON CURRENT ASSETS

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Capital Subsidy Receivable	9.14	9.14	9.14	9.14	9.14	9.14
Advances from Mahindra Holiday Resort	0.00	0.00	0.00	0.00	0.00	1.28
Recurring Deposit with maturity of more than 12 months	0.00	0.00	3.08	0.00	61.41	100.00
Fixed Deposit with maturity of more than 12 months	0.00	0.00	0.00	0.00	110.24	121.94
TOTAL	9.14	9.14	12.21	9.14	180.79	232.36

ANNEXURE – N

RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Outstanding for a period exceeding six months from the due date of Payment (Unsecured and Considered Good)						
From Directors/ Promoters/ Promoter group / Relatives of Directors	-	-	-	-	-	-
Others	-	-	-	-	-	-
Outstanding for a period not exceeding six months from the due date of Payment (Unsecured and Considered Good)						
From Directors/ Promoters/ Promoter group/ Relatives of Directors	-	-	-	-	-	-
Others	418.75	817.93	403.20	297.15	388.64	269.64
TOTAL	418.75	817.93	403.20	297.15	388.64	269.64

ANNEXURE – O

RESTATED STANDALONE STATEMENT OF CASH & BANK BALANCES

(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Cash and Cash Equivalents						
a. Balances with Banks						
- In Current Accounts	0.32	5.16	2.42	12.88	6.33	6.18
- Fixed Deposits with Original Maturity less than 3 Months	0.00	25.00	81.00	213.64	50.00	-
- Recurring Deposits with Maturity of less than 3 Months	-	-	25.86	88.72	-	-
b. Cash on Hand	1.19	0.88	0.81	0.35	1.04	0.95
TOTAL	1.51	31.03	110.10	315.58	57.37	7.14

ANNEXURE – P

RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES
(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Unsecured, Considered Good Unless Otherwise Stated						
Capital Advances	0.00	5.00	2.20	17.15	25.13	24.85
Loans and Advances to Related Parties						
Wonder Precision Private Limited	20.19	4.79	3.02	130.18	-	-
Other (Secured and Considered Good)						
Balances with Revenue Authorities	43.31	49.66	36.41	26.95	140.95	201.98
Advances to Suppliers	-	-	0.65	-	0.02	0.31
Advances to Employee's	0.52	0.31	0.52	0.20	0.49	0.03
Mat Credit Entitlement	0.00	0.00	0.00	0.00	29.64	0.00
TOTAL	64.02	59.76	42.80	174.48	196.22	227.16
Of Above, Advances Recoverable From						
Related Parties	0.00	0.00	0.00	0.00	0.00	0.00
Directors & Relatives	0.00	0.00	0.00	0.00	0.00	0.00
Subsidiary Company	20.19	4.79	3.02	130.18	0.00	0.00
Total	20.19	4.79	3.02	130.18	0.00	0.00

ANNEXURE – Q

RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS
(Rs In Lakhs)

PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Prepaid Expenses	37.27	35.09	1.66	2.07	1.76	-
TOTAL	37.27	35.09	1.66	2.07	1.76	-

ANNEXURE – R

RESTATED STANDALONE STATEMENT OF REVENUE FROM OPERATIONS
STATEMENT OF REVENUE FROM SALE OF PRODUCTS
(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Net Sale of Manufactured & Processed Goods						
Sales of Materials and Goods	1364.14	3197.14	3267.93	2763.45	3778.37	4064.85
Less : Excise Duty	(173.23)	(398.78)	(405.96)	(351.51)	(404.28)	(302.69)
Labour Charges	311.38	422.39	314.61	444.06	505.45	313.83
TOTAL	1502.29	3220.75	3176.59	2856.01	3879.54	4075.98
<u>STATEMENT OF REVENUE FROM SALE OF SERVICES AND OTHER OPERATING INCOME</u>						

(Rs In Lakhs)						
Other Operating Income						
Scrap Sales	83.47	180.83	141.21	131.00	166.91	113.82
Cash Discount Received	14.68	38.16	52.61	41.12	68.72	90.04
Transport Charges Recovered	0.57	3.81	8.14	3.12	0.00	0.00
Service Tax Credit Availed	0.00	0.00	0.00	0.00	0.10	0.14
MVAT Refund	0.00	0.00	4.40	0.00	4.30	0.00
TOTAL	98.71	222.80	206.36	175.24	240.04	204.00

STATEMENT OF OTHER INCOME						
(Rs In Lakhs)						
PARTICULARS	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Recurring Income:						
Interest Income	7.15	6.74	24.63	29.88	35.77	8.04
Foreign Exchange Rate Difference	0.02	0.24	(0.22)	0.03	(6.71)	0.81
Dividend Income	0.80	0.96	0.96	0.45	0.40	0.30
Non-Recurring Income:						
Profit on Sale of Fixed Assets	9.45	63.65	0.00	0.00	0.00	1.71
Excise Duty Credit	0.00	28.87	0.00	0.00	0.00	0.00
Interest on Income Tax Refund	0.00	0.00	0.00	0.00	0.42	0.52
Gain on sale of Investments	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	17.42	100.45	25.37	30.36	29.88	11.38

ANNEXURE –S

RESTATED STANDALONE STATEMENT OF COST OF RAW MATERIALS & COMPONENTS CONSUMED

(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Stock	122.82	97.98	58.71	62.03	42.09	51.27
Add : Purchases (Net)	688.47	1622.13	1638.97	1297.33	1874.80	2439.83
Consumables	233.59	306.61	349.70	292.63	442.15	326.05
Less : Closing Stock	242.82	122.82	97.98	58.71	62.03	42.09
Raw Materials & Components Consumed	802.08	1903.90	1949.39	1593.29	2297.02	2775.06

ANNEXURE –T

RESTATED STANDALONE STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
a. Inventory (At Commencement)						
Work-In-Progress	68.92	58.79	3.04	35.98	8.88	36.91
Total (a)	68.92	58.79	3.04	35.98	8.88	36.91
b. Inventory (At Closing)						
Work-In-Progress	91.68	68.92	58.79	3.04	35.98	8.88
Total (b)	91.68	68.92	58.79	3.04	35.98	8.88
TOTAL (a-b)	(22.76)	-10.13	-55.75	32.94	(27.10)	(28.04)

ANNEXURE –U

RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Salary, Wages and Bonus (including directors' remuneration)	215.09	314.93	242.23	199.42	198.00	211.53
Gratuity Paid	0.00	1.27	3.17	0.00	0.00	0.00
Contribution to Provident Fund & Gratuity Fund Provision	8.69	13.86	9.44	14.76	17.05	11.14
Staff Welfare Expenses	0.88	2.03	2.07	1.58	7.44	3.00
TOTAL	224.66	332.09	256.91	215.75	222.48	225.67

ANNEXURE –V

RESTATED STANDALONE STATEMENT OF OTHER EXPENSES

(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
a. Manufacturing & Operating Cost						
Power & Fuel	95.13	157.43	135.66	136.19	145.54	92.79
Repairs and Maintenance to Machinery	57.35	149.59	106.41	77.86	86.99	74.93
Labour Charges	69.93	141.50	165.00	103.90	118.99	68.27
Other Manufacturing Expenses - Packing Material	21.47	37.77	30.05	23.40	34.24	28.41
Lease Rental - Machinery	58.25	23.63	0.00	0.00	0.00	0.00
Freight & Octroi	2.59	6.79	5.12	3.55	10.28	6.37
Subtotal (a)	304.72	516.72	442.24	344.90	396.03	270.77
b. Sales & Distribution Expenses						
Sales Promotion Expenses	0.88	0.80	1.24	0.90	2.02	0.39
Advertisement	0.00	0.00	0.18	0.20	0.89	0.74

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Subtotal (b)	0.88	0.80	1.42	1.10	2.92	1.14
c. General & Administration Expenses						
Office Expenses	6.78	11.23	8.92	7.80	8.16	5.39
Fixed Assets Written Off	0.00	11.15	0.00	0.00	0.00	0.00
Conveyance and Travelling	4.38	10.43	10.02	9.86	5.10	3.58
Legal Expenses	10.33	8.84	0.11	0.06	0.26	3.88
Legal and Professional Fees	5.29	7.63	3.14	19.19	10.14	3.37
Insurance	2.70	6.86	6.18	6.58	4.80	13.81
Repairs and Maintenance - Other than Machinery	4.53	6.86	4.40	6.26	9.42	11.62
Security Charges	3.72	5.16	6.22	5.36	0.00	0.00
House Keeping Expenses	6.65	3.91	0.00	0.00	0.00	0.00
Water Tanker Charges	2.33	3.77	1.85	2.12	2.43	2.28
Postage, Telephone and Courier	1.79	2.77	1.86	1.60	1.53	1.63
Printing and Stationary	1.97	2.75	2.08	1.45	3.27	0.85
Audit Fees (Including Internal Audit Fees)	0.50	1.98	3.22	3.22	3.40	2.60
Rates and Taxes	1.07	1.74	2.09	1.63	2.23	1.07
Guest House Expenses	0.43	0.58	1.29	1.03	0.00	0.00
M Vat and Excise Duty Paid	0.00	0.33	0.00	0.00	0.00	0.00
Interest paid on Govt. Dues	0.00	0.12	0.03	0.06	0.04	0.20
Subscription & contribution	0.00	0.11	0.27	0.27	0.09	0.25
Profession Tax	0.03	0.03	0.03	0.03	0.03	0.03
Sundry Balances Written Off	0.00	0.00	0.00	0.04	1.06	0.00
Bad Debts	0.00	0.00	0.00	0.00	0.15	0.02
Carriage Outward - Octroi	0.00	0.00	0.00	0.00	6.27	16.59
Income Tax Paid	0.00	0.00	0.04	0.00	0.00	0.00
Loss on Sale of Assets	0.00	0.00	0.00	4.84	4.62	0.00
Office Facilities Charges	0.00	0.00	0.00	1.44	1.44	1.44
Ceremony and Training Expenses	0.00	0.00	0.00	0.00	0.00	0.75
Subtotal (c)	52.49	86.25	51.74	72.85	64.42	69.35
TOTAL (a+b+c)	358.08	603.77	495.40	418.85	463.37	341.25

ANNEXURE –W

RESTATED STANDALONE STATEMENT OF FINANCE COSTS

(Rs In Lakhs)

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Interest on Secured Loans						
Interest on Term Loans	79.17	161.49	145.13	158.05	171.20	111.59
Interest on Cash Credit, Buyers Credit and Bill Discounting	19.19	44.95	63.15	52.54	25.24	20.90
Interest on Hundi	0.00	0.00	0.00	0.00	57.74	53.62

Particulars	For the period ended					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Interest on Unsecured Loans						
Interest on Deposits	29.29	81.07	105.56	84.12	81.88	44.14
Other Financial Charges						
Bank and Other Charges	1.16	36.13	9.06	10.98	7.13	17.54
TOTAL	128.81	323.64	322.90	305.68	343.19	247.79

ANNEXURE-X

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES

(Rs In Lakhs)

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
TDS Demand Raised by the Income Tax Department (refer working note 1)	0.73	0.00	0.00	0.00	0.00	0.00
TOTAL	0.73	0.00	0.00	0.00	0.00	0.00

Working Note 1

Particulars	Name of Statute	Nature of dues & dispute	Amount under dispute (Rs. In Lacs)	Demand Raised (Rs. In Lacs)	Date of Demand (Rs.)	Financial Year to which amount relates	Forum at which Dispute Pending
Income Tax Matters under dispute & under adjudication	Income Tax	TDS Defaults	0.73	0.73	Not Ascertainable	2012-2013, 2011-2012 & Prior Years	Income Tax CPC Department

ANNEXURE-Y

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTION

(Rs In Lakhs)

a)	Names of the related parties with whom transactions were carried out during the years and description of relationship with the Directors/Company as on October 31 2015:	
1	Mr. Sachin Subhash Vora	Managing Director
2	Mr. Sumit Subhash Vora	Whole Time Director
3	Mrs.Indubala Subhash Vora	Whole Time Director
4	Mr. Subhash Kundanmal Vora	Director*
5	Mrs Sapna Sunil Gadiya	Relative of Director
6	Mr. Vijay Kundanmal Vora	Relative of Director
7	Mrs Basanti Kundanmal Vora	Relative of Director
8	Mrs Kavita Jain	Relative of Director
9	Mrs Lushita Vora	Relative of Director
10	Mrs Sarika Vora	Relative of Director

11	Mrs Chandanbala Oswal	Relative of Director
12	Mrs Rekha Lodha	Relative of Director
13	Ms. Preksha Vora - Minor	Relative of Director
14	Mrs Sangita Mehta	Relative of Director
15	Mr. Grisha S Vora	Relative of Director
16	Mr. Jiyaan Vora	Relative of Director
17	Ms. Hazel Vora	Relative of Director
18	Mr. Tejraj C Rathod	Relative of Director
19	Kranti Communication	Companies / Entities owned / significantly influenced by relatives of directors
20	Wonder Precision Private Limited	Subsidiary Company
21	Vijay Kundamal Vora HUF	Companies / Entities owned / significantly influenced by relatives of directors
22	Subhash Kundamal Vora HUF	Companies / Entities owned / significantly influenced by directors
23	Sachin Subhash Vora HUF	Companies / Entities owned / significantly influenced by directors
24	Sumit Subhash Vora HUF	Companies / Entities owned / significantly influenced by directors

**Ceased to be Director w.e.f 25th June 2011*

Note: Below mentioned transactions includes transactions with parties who were related to the Company for respective years.

1. Transactions with Companies / Entities owned / significantly influenced by directors & their relatives: (Rs. in Lakhs)

Sr. No	Nature of Transactions	For the Period ended					
		31-10-15	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
A	Transaction During the Year						
	Purchase of Material / Job work Expenses						
	Wonder Precision Private Limited	23.23	66.96	116.46	17.92	0.00	0.00
	Loans and Advances Given						
	Wonder Precision Private Limited	50.00	40.00	20.00	130.18	0.00	0.00

2. Companies / Entities owned / significantly influenced by directors / relatives of directors (Rs. in Lakhs)

Sr. No	Nature of Transactions	For the Period ended					
		31-10-15	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
A	Transaction During the Year						
	Loans and Advances received						
	Vijay Kundamal Vora HUF	0.00	0.00	0.50	0.00	0.00	14.28
	Subhash Kundamal Vora HUF	0.00	0.00	0.00	0.00	8.20	7.94
	Sachin Subhash Vora HUF	1.24	6.50	4.75	5.55	0.00	0.73
	Sumit Subhash Vora HUF	1.39	5.85	4.50	5.15	0.00	0.60
	Loans and Advances repaid						
	Vijay Kundamal Vora HUF	0.00	0.00	14.23	0.00	10.00	0.00
	Subhash Kundamal Vora HUF	0.00	0.00	0.00	0.00	16.62	0.50

	Sachin Subhash Vora HUF	0.50	49.99	0.00	0.75	4.30	0.00
	Sumit Subhash Vora HUF	0.25	49.99	0.00	0.75	4.30	0.00
	Interest Paid						
	Vijay Kundamal Vora HUF	0.00	0.00	0.43	1.70	2.66	1.46
	Subhash Kundamal Vora HUF	0.00	0.00	0.00	0.00	0.45	0.98
	Sachin Subhash Vora HUF	0.23	5.61	5.90	5.51	2.62	0.09
	Sumit Subhash Vora HUF	0.09	5.37	5.69	5.36	2.48	0.07
	Rent Paid						
	Kranti Communication	0.00	0.00	0.00	1.44	1.44	1.44

3. Transactions with Key Management Personnel

(Rs. in Lakhs)

Sr. No	Nature of Transactions	For the Period ended					
		31-10-15	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
1	Loans and Advances received						
	Mrs Indubala S Vora	1.66	0.50	0.00	87.10	319.65	10.75
	Mr. Sachin Vora	2.17	12.01	12.90	87.10	12.00	17.25
	Mr. Subhash Vora	0.00	0.00	0.00	0.00	11.26	54.25
	Mr. Sumit Vora	7.60	20.12	14.50	10.50	12.00	14.00
2	Loans and Advances repaid						
	Mrs Indubala S Vora	0.00	36.66	0.00	2.50	141.00	0.00
	Mr. Sachin Vora	1.04	5.50	14.00	2.00	0.70	11.00
	Mr. Subhash Vora	0.00	0.00	0.00	0.00	52.50	54.25
	Mr. Sumit Vora	4.58	10.00	0.00	2.00	0.75	9.00
3	Directors' Remuneration, Bonus & Incentive						
	Mrs Indubala Vora	0.00	0.00	0.00	0.00	2.25	0.00
	Mr. Sachin Vora	12.03	21.91	21.78	13.33	21.56	13.84
	Mr. Subhash Vora	0.00	0.00	0.00	0.00	21.41	37.58
	Mr. Sumit Vora	12.03	21.91	21.78	13.71	21.56	13.84
4	Interest Paid						
	Mrs Indubala S Vora	6.99	19.83	25.07	26.53	17.47	1.28
	Mr. Sachin Vora	5.04	11.19	15.11	5.94	3.98	0.57
	Mr. Subhash Vora	0.00	0.00	0.00	0.00	1.59	2.81
	Mr. Sumit Vora	2.35	4.15	4.94	4.06	2.72	0.39

4. Transaction with Relative of KMP

(Rs. in Lakhs)

Sr. No	Nature of Transactions	For the Period ended					
		31-10-15	31-03-15	31-03-14	31-03-13	31-03-12	31-03-11
A	Transaction During the Year						
	Loans and Advances received						
	Mr. Akshay Vora	0.00	0.00	0.00	1.00	3.30	2.03

Mr. Aman Jain	0.00	0.25	0.00	0.00	0.00	0.00
Mrs Basanti K Vora	2.50	1.80	4.50	3.05	12.15	27.50
Mrs Chandanbala Oswal	0.00	0.00	0.00	2.00	0.00	7.65
Mr. Dinesh Oswal	0.00	0.00	0.00	0.00	0.00	13.25
Mr. Grisha Sumit Vora	0.00	0.57	0.89	0.00	3.05	0.00
Mrs Gunwanti S Vora	0.00	0.00	0.00	0.00	0.00	0.00
Mr. Hastimal Mehta	0.00	0.00	0.00	0.00	0.00	0.00
Ms. Hazel Vora	0.00	0.16	0.00	0.00	0.00	0.00
Mrs Jayshree B Oswal	0.00	0.00	0.00	0.00	0.10	0.60
Mr. Jiyan Vora	0.00	0.08	0.00	0.00	0.00	0.00
Mrs Kavita Jain	1.80	4.25	2.85	2.50	2.80	8.30
Kiran Kitawat	0.00	0.00	0.00	0.00	0.00	0.00
Mr. Kunal Vora	0.00	0.00	0.00	0.00	0.00	5.55
Mrs Lata Vijay Vora	10.50	45.50	0.00	1.48	0.00	67.57
Mrs Lushita Vora	3.76	5.85	6.30	5.10	5.75	5.25
Mr. Madanraj Jain	0.00	0.00	0.00	0.00	0.00	3.00
Mr. Paresh Mehta	0.00	0.00	1.15	0.00	2.30	0.00
Mrs Pistaben Jain	0.00	0.00	10.00	0.00	3.00	4.50
Ms Preksha Vora	0.00	0.55	0.95	0.00	2.76	0.85
Mr. Ramesh T Oswal	0.00	0.00	0.00	0.00	0.00	0.00
Mrs Rekha Lodha	0.00	3.75	0.00	0.00	0.00	0.00
Mrs Rekha K Oswal	1.70	0.00	0.00	0.00	2.85	11.00
Mrs Sangita Mehta	0.00	33.20	0.00	0.00	2.37	25.80
Mrs Sapana Gadiya	1.00	0.50	2.80	4.20	12.50	10.95
Mrs Sarika Vora	3.00	7.00	6.25	6.75	6.46	6.60
Mr. Tejraj C Rathod	0.00	0.00	7.00	0.00	0.00	
Mr. Vijay K Vora	0.00	0.75	0.00	1.50	0.00	72.00
Loans and Advances repaid						
Mr. Akshay Vora	3.50	0.00	0.00	1.00	1.83	0.00
Mr. Aman Jain	0.00	0.25	0.00	0.00	0.00	0.00
Mrs Basanti K Vora	0.00	0.00	0.00	0.00	26.10	0.30
Mrs Chandanbala Oswal	0.00	2.00	0.00	0.00	8.79	0.50
Mr. Dinesh Oswal	0.00	0.00	0.00	0.00	14.75	7.00
Ms. Grisha Sumit Vora	0.00	5.21	0.00	0.00	0.00	0.00
Mrs Gunwanti S Vora	0.00	0.00	0.00	0.00	1.75	0.00
Mrs Jayshree B Oswal	0.00	0.00	0.00	0.00	0.85	0.00
Mr. Jiyan Vora	0.00	0.41	0.00	0.00	0.00	0.00
Ms. Hazel Vora	0.00	0.41	0.00	0.00	0.00	0.00
Mrs Kavita Jain	0.00	17.94	0.00	0.00	2.70	0.00
Mrs Kiran Kitawat	0.00	0.00	0.00	0.00	5.00	0.00
Mr. Kunal Vora	0.00	5.23	0.00	0.00	0.00	0.00
Mrs Lata Vijay Vora	0.00	45.50	20.00	0.00	0.00	34.55
Mrs Lushita Vora	0.00	19.51	0.00	0.00	4.00	0.00

Mr. Madanraj Jain	0.00	0.00	0.00	0.00	3.00	0.00
Mr. Paresh Mehta	0.00	0.40	0.00	0.00	0.30	0.00
Mrs Pistaben Jain	0.00	0.00	0.00	0.00	0.00	0.00
Ms Preksha Vora	0.00	5.60	0.00	0.00	0.00	0.00
Mr. Ramesh T Oswal	0.00	0.00	0.00	0.00	2.00	0.00
Mrs Rekha Lodha	0.00	17.40	0.00	0.00	0.00	5.00
Mrs Rekha K Oswal	0.00	0.00	0.00	0.00	3.00	0.00
Mrs Sangita Mehta	0.00	49.00	0.00	0.00	0.00	0.00
Mrs Sapana Gadiya	0.00	18.00	5.00	1.20	0.00	5.00
Mrs Sarika Vora	0.00	34.50	0.00	0.00	4.00	0.00
Mr. Vijay K Vora	7.00	2.00	14.23	0.00	3.00	49.50
Interest Paid						
Mr. Akshay Vora	0.19	0.39	0.42	0.45	0.55	0.21
Mr. Aman Jain	0.00	0.05	0.00	0.00	0.00	0.00
Mrs Basanti K Vora	1.10	2.43	2.94	2.50	2.33	3.45
Mrs Chandanbala Oswal	0.00	0.04	0.00	0.16	0.09	0.75
Mr. Dinesh Oswal	0.00	0.00	0.00	0.00	0.16	0.70
Ms. Grisha Sumit Vora	0.00	0.55	0.52	0.46	0.26	0.00
Mrs Gunwanti S Vora	0.00	0.00	0.00	0.00	0.17	0.00
Mr. Hastimal Mehta	0.00	2.02	0.00	0.00	0.00	0.00
Ms. Hazel Vora	0.00	0.04	0.00	0.00	0.00	0.00
Mrs Jayshree B Oswal	0.00	0.00	0.00	0.00	0.06	0.05
Mr. Jiyan Vora	0.00	0.04	0.00	0.00	0.00	0.00
Mrs Kavita Jain	0.23	2.19	2.09	1.85	1.73	0.89
Mrs Kiran Kitawat	0.00	0.00	0.00	0.00	0.51	0.00
Mr. Kunal Vora	0.00	0.24	0.63	0.68	0.68	0.65
Lata Vijay Vora	1.06	2.29	3.60	4.34	4.30	2.33
Mrs Lushita Vora	0.61	2.84	2.41	1.85	1.51	0.50
Mr. Madanraj Jain	0.00	0.00	0.00	0.00	0.09	0.36
Mr. Paresh Mehta	0.37	0.81	0.87	0.80	0.67	0.00
Mrs Pistaben Jain	0.97	1.93	1.06	0.90	0.81	0.54
Ms Preksha Vora	0.00	0.59	0.57	0.52	0.38	0.03
Mr. Ramesh Oswal	0.31	0.00	0.00	0.00	0.12	0.00
Mrs Rekha Lodha	0.00	2.27	0.00	0.00	0.00	0.00
Mrs Rekha K Oswal	0.00	0.00	0.00	0.00	1.88	1.21
Mrs Sangita Mehta	1.05	3.64	0.00	4.07	3.84	3.12
Mrs Sapana Gadiya	0.14	1.89	2.98	2.76	1.72	0.79
Mrs Sarika Vora	0.82	4.86	4.55	4.06	3.54	0.66
Mr. Tejraj C Rathod	0.90	1.80	1.58	0.75	0.75	0.32
Mr. Vijay K Vora	0.83	1.70	2.04	3.91	2.54	2.56
Salary Paid						
Mr. Akshay Vora	0.00	0.00	0.00	0.00	0.00	0.54
Mr. Dinesh Oswal	0.00	0.00	0.00	0.00	2.74	10.84
Mr. Kunal Vora	0.00	0.00	0.00	0.00	0.00	0.65

	Mrs Lushita Vora	0.00	5.14	0.00	4.30	4.98	0.00
	Mrs. Sarika Vora	0.00	0.00	0.00	3.75	4.43	0.00
	Mr. Vijay Vora	0.00	0.00	0.00	0.00	0.00	11.94

ANNEXURE-Z

RESTATED STANDALONE CAPITALISATION STATEMENT

(Rs In Lakhs)

Particulars	Pre-Issue	Post-Issue
	As At 31 October 2015	
	Rs.	
Debt		
Short Term Debt	385.71	385.71
Long Term Debt	1506.31	1300.31
Total Debt	1892.01	1686.01
Shareholders' Fund (Equity)		
Share Capital	705.00	964.00
Reserves & Surplus	552.37	604.17
Less: Miscellaneous Expenses not w/off	0.00	0.00
Total Shareholders' Fund (Equity)	1257.37	1568.17
Long Term Debt/Equity	1.20	0.83
Total Debt/Equity	1.50	1.08

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on re stated statement of Assets and Liabilities of the Company as at 31 October 2015

ANNEXURE-AA

RESTATED STANDALONE MANDATORY ACCOUNTING RATIOS

(Rs. In Lakhs, except per share data)

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Face Value per equity Share(Rs.)	10	10	10	10	10	10
(i) Restated Basic and Diluted Earnings/ (losses) Per Share [a/b]	(0.69)	0.32	0.65	0.53	3.71	4.51
(ii) Return on Net Worth (in %) [a/d]	(3.87)%	1.55%	3.85%	3.23%	23.51%	37.43%
(iii) Restated Net Assets Value per Share (in Rs.) [d/c]	17.83	27.79	26.90	25.86	25.03	19.15
(a) Net profit available for appropriation (as restated)	(48,71)	20.20	41.38	33.36	235.32	286.62
(b) Weighted average	70,50,000	63,51,342	63,50,000	63,50,000	63,50,000	63,50,000

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
numbers of equity shares for calculating Basic and diluted EPS. (Adjusted for Right Issue and issue of Bonus Shares)*						
(c) No. of equity shares outstanding at the end of the year.(Adjusted for Sub-Division and issue of Bonus Shares)	70,50,000	47,00,000	40,00,000	40,00,000	40,00,000	40,00,000
(d) Net Worth as at the end of the period/year	1257.36	1306.08	1075.87	1034.49	1001.13	765.81

*Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. since the split in face value of equity shares from Rs.100.00 each to Rs. 10.00 each fully paid up and the issue of bonus shares in the ratio of 1:2 without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2010-11, the earliest period reported.

Notes:

- The above ratios are calculated as under:

a) Basic and Diluted Earnings per Share = $\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Weighted average number of equity shares outstanding during the year}}$

b) Return on Net Worth (%) = $\frac{\text{Net Profit available for appropriation (as restated)}}{\text{Net worth as at the year end}}$

c) Net Asset Value Per Equity Share = $\frac{\text{Net Worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the Year}}$

- Net Worth means the aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
- Earnings Per Share (EPS) calculation are in accordance with the Accounting Standard 20 "Earnings Per Share" prescribed under the Companies (Accounting Standards)
- The figures disclosed above are based on the restated financial information of the Company.

ANNEXURE – AB

RESTATED STANDALONE STATEMENT OF TAX SHELTER

(Rs in Lakhs)

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Tax Computation as per normal tax provisions						
Restated Profit before tax	(42.34)	29.35	48.65	72.45	344.44	431.05
MAT rate including surcharge	18.50%	18.50%	18.50%	19.06%	19.06%	19.93%
Normal Tax rate including surcharge	30.90%	30.90%	30.90%	32.45%	32.45%	33.22%
Normal Tax on above	0.00	9.07	15.03	23.50	111.75	143.18
Adjustments:						

Particulars	As At					
	31-10-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Permanent Differences / Exempt Incomes:						
Interest on TDS / TDS Expenses	0.00	0.00	0.04	0.00	0.00	0.00
Short/Excess Provision of Income Tax	0.00	0.00	0.00	0.00	(0.42)	(0.52)
Capital Expenditure	0.00	11.15	0.00	0.00	0.00	0.00
Loss / (Gain) on sale of assets (as restated)	(9.45)	(63.65)	0.00	4.84	4.62	4.99
Gratuity - Treated Permanent Difference	0.00	1.07	1.44	2.08	3.43	3.95
Temporary Differences:						
Difference between book depreciation & tax depreciation	(10.97)	66.60	19.43	45.27	(232.10)	(93.93)
Gratuity - Treated Temporary Difference		0.00	0.00	0.00	(9.03)	0.00
Total Adjustments	(20.42)	15.18	20.90	52.18	(233.51)	(85.51)
Tax expense/(saving) thereon	(6.31)	4.69	6.46	16.93	(75.76)	(28.40)
Tax Payable as per Normal Provisions	(6.31)	13.76	21.49	40.44	35.99	114.78
Less : MAT Credit Utilized	0.00	0.00	0.00	(29.64)	0.00	0.00
Net Tax Liability	(6.31)	13.76	21.49	10.80	35.99	114.78
Tax Computation as per MAT provisions						
Restated Book Profit before tax	(42.34)	29.35	48.65	72.45	344.44	431.05
MAT Tax on Above	(7.83)	5.43	9.00	13.80	65.63	85.91
Add:						
Income tax paid / payable / provision thereof	0.00	0.00	0.04	0.00	0.00	0.00
Total Adjustments	0.00	0.00	0.04	0.00	0.00	0.00
Tax expense/(saving) thereon	0.00	0.00	0.01	0.00	0.00	0.00
Tax Payable as per MAT Provisions	(7.83)	5.43	9.01	13.80	65.63	85.91
Gross Tax Payable (w.e.is higher)	(6.31)	13.76	21.49	40.44	65.63	114.78
Tax Liability (as per books)	0.00	13.78	21.48	10.80	36.00	115.98

Note: - 1. The aforesaid tax shelter statement has been prepared as per the restated profits & loss of the Company.

2. The Permanent/ temporary timing differences has been computed considering the Income Tax computation prepared at the time of preparation of Annual Financial Statement for the relevant years/ periods. Issues which are pending adjudication have not been given effect while determining permanent/ timing difference.

RESTATED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Report of auditors on the Restated Consolidated Summary Statement of Assets and Liabilities as at October 31, 2015, March 31, 2015 and March 31 2014 and Related Restated Consolidated Summary Statement of Profits and Losses and Cash Flows for the seven months period ended October 31, 2015 and for each of the years ended March 31, 2015 and March 31, 2014 of Kranti Industries Limited (Formerly Known as "Kranti Industries Private Limited.")

(As required by Part I of Chapter III to the Companies Act, 2013)

To,
The Board of Directors
Kranti Industries Limited,
Gat No 267/B/1, At Post Pirangut,
Tal. Mulshi, Pune, Maharashtra
India

Dear Sirs,

We have examined the attached Restated Consolidated Summary Statements of Assets and Liabilities of Kranti Industries Limited. (Formerly known as "Kranti Industries Private Limited") (hereinafter referred as "the Company") as at 31st October 2015, 31st March, 2015 and 31st March, 2014 and the Related Restated Consolidated Summary Statement of Profits & Losses for the seven months ended on 31st October 2015 & for each of the financial year ended on 31st March, 2015 and 31st March, 2014, and Restated Summary Statement of Cash Flow for the seven months ended on 31st October 2015 & for each financial year ended 31st March, 2015 and 31st March, 2014, (*collectively "Restated Consolidated Summary Statements" or "Restated Consolidated Financial Statements"*). These Restated Consolidated Summary Statements have been prepared by the company and approved by the Board of Directors of the Company in connection with Initial Public Offering (IPO) in SME Platform of BSE Ltd.

1. These Restated Consolidated Summary Statements have been prepared in accordance with the requirements of:
 - i) Section 26 read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act");
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") ("SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (SEBI) in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications made thereto from time to time;
 - iii) The terms of reference to our engagements with the Company, requesting us to examine the financial information referred to above and proposed to be included in the Draft offer Document / offer Document of the Company in connection with its proposed initial public offer of equity shares in SME Platform of BSE Ltd ("IPO" or "SME IPO") and
 - iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ('ICAI') ("Guidance Note")

2. The Restated Consolidated Summary Statements of the Company have been extracted from the Audited Financial Statements of the Company as at 31st October 2015, 31st March, 2015 and 31st March, 2014 which have been approved by the Board of Directors.
3. Audit of the financial statements for the Seven Months ended October 31 2015 and Years ended March 31, 2015 and March 31, 2014 has been conducted by Company's Statutory Auditor, M/s Rajasatyen & Associates, Chartered Accountants. Further, standalone financial statements for the seven months ended October 31, 2015 & year ended on March 31, 2015 have been re-audited by us as required under the SEBI ICDR Regulations. This report, in so far as it relates to the amounts included for financial year ended as on March 31, 2014 is based on the audited financial statements of the Company which were audited by the Statutory Auditor, M/s Rajasatyen & Associates, Chartered Accountants and whose Auditor's Report has been relied upon by us for the said periods.
4. In accordance with the requirements of Part I of Chapter III of Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The "Restated Consolidated Summary Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at 31st October 2015, 31st March, 2015 and 31st March, 2014 are prepared by the Company and approved by the Board of Directors. These Consolidated Summary Statement of Assets & Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in Annexure IV to this Report.
 - (ii) The "Restated Consolidated Statement of Profit & Loss" as set out in Annexure II to this report, of the Company for the seven months ended 31st October 2015 & for each financial years ended 31st March, 2015 and 31st March, 2014 are prepared by the Company and approved by the Board of Directors. These Consolidated Statement of Profit & Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
 - (iii) The "Restated Consolidated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for the seven months ended 31st October 2015 and for each financial years ended 31st March, 2015 and 31st March, 2014 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.
5. Based on the above, we are of the opinion that the Restated Consolidated Summary Statements have been made after incorporating:
 - a) Adjustments if any, for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are not qualifications which require adjustments.
 - c) There are no exceptional and extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) These Restated Profits / (Losses) have been arrived at after charging all expenses including depreciation and after making such adjustments / restatements and regroupings as in our opinion are appropriate and are to be read in accordance with Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in Annexure IV to this Report.

6. We have examined the following regrouped / rearranged financial information relating to the Company, proposed to be included in the Draft offer Document / offer Document ("Offer Document"), as approved by the Board of Directors of the Company and attached to this report for the seven months ended 31st October 2015 & for each financial years ended as on 31st March, 2015 and 31st March, 2014.
- (i) Restated Consolidated Statement of Share Capital enclosed as **Annexure A**
 - (ii) Restated Consolidated Statement of Reserves & Surplus enclosed as **Annexure B**
 - (iii) Restated Consolidated Statement of Long Term Borrowings enclosed as **Annexure C**
 - (iv) Restated Consolidated Statement of Principal Terms of Secured Loans And Assets Charged As Security (**Annexure CF1**)
 - (v) Restated Consolidated Statement of Terms & Conditions of Unsecured Loans (**Annexure CF2**)
 - (vi) Restated Consolidated Statement of Deferred Tax (Assets) / Liabilities enclosed as **Annexure D**
 - (vii) Restated Consolidated Statement of Long Term Provisions enclosed as **Annexure E**
 - (viii) Restated Consolidated Statement of Short Term Borrowings enclosed as **Annexure F**
 - (ix) Restated Consolidated Statement of Trade Payables enclosed as **Annexure G**
 - (x) Restated Consolidated Statement of Other Current Liabilities enclosed as **Annexure H**
 - (xi) Restated Consolidated Statement of Short Term Provisions enclosed as **Annexure I**
 - (xii) Restated Consolidated Statement of Fixed Assets enclosed as **Annexure J**
 - (xiii) Restated Consolidated Statement of Non-Current Investments enclosed as **Annexure K**
 - (xiv) Restated Consolidated Statement of Long Term Loans And Advances enclosed as **Annexure L**
 - (xv) Restated Consolidated Statement of Other Non-Current Assets enclosed as **Annexure M**
 - (xvi) Restated Consolidated Statement of Trade Receivables enclosed as **Annexure N**
 - (xvii) Restated Consolidated Statement of Cash & Bank Balances enclosed as **Annexure O**
 - (xviii) Restated Consolidated Statement of Short Term Loans & Advances enclosed as **Annexure P**
 - (xix) Restated Consolidated Statement of Other Current Assets enclosed as **Annexure Q**
 - (xx) Restated Consolidated Statement of Revenue from Operations and Other Income enclosed as **Annexure R**
 - (xxi) Restated Consolidated Statement of Raw Materials & Components Consumed enclosed as **Annexure S**
 - (xxii) Restated Consolidated Statement of Changes in Inventories of Finished Goods, Work-In-Progress And Stock-In-Trade enclosed as **Annexure T**
 - (xxiii) Restated Consolidated Statement of Employee Benefit Expenses enclosed as **Annexure U**
 - (xxiv) Restated Consolidated Statement of Other Expenses enclosed as **Annexure V**
 - (xxv) Restated Consolidated Statement of Finance Costs enclosed as **Annexure W**
 - (xxvi) Restated Consolidated Statement of Contingent Liabilities enclosed as **Annexure X**
 - (xxvii) Restated Consolidated Statement of Related Party Transactions enclosed as **Annexure Y**
7. We, M/s. SPJV & CO, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
8. The preparation and presentation of the Restated Consolidated Financial Statements referred to above are based on the Audited Consolidated financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The preparation and presentation of Consolidated Financial Statements (Not Restated) and information referred to above is the responsibility of the Company.
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for the events and circumstances occurring after the date of our report.
11. In our opinion, the above financial information contained in Annexure I to Annexure Y read with respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV are

prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

12. This report is intended solely for the use of Management and for the inclusion in the offer Document in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

13. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated consolidated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

- a) In the case of Restated Consolidated Statement of Assets and Liabilities of the Company as at October 31, 2015, March 31, 2015 and March 31, 2014;
- b) In the case of the Restated Consolidated Statement of Profit and Loss, of the profit/losses of the Company for the Period and Years ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Period and Years ended on that date.

For & On Behalf Of

SPJV & Co

Chartered Accountants

Firm Registration No. 116884W

CA. Satchidanand A. Ranade

Partner

Membership No.048013

Place : Pune

Date : January 21, 2016

ANNEXURE-I**RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs in Lakhs)

Particulars		Annexure	As At		
			31-10-2015	31-03-2015	31-03-2014
1	Equity & Liabilities				
	Shareholders' Funds				
	(a) Share Capital	A	705.00	470.00	400.00
	(b) Reserves & Surplus	B	588.32	866.87	681.82
			1293.32	1336.87	1081.82
2	Minority Interest		(0.23)	(0.39)	(1.16)
3	Non-Current Liabilities				
	(a) Long-term borrowings	C	1634.31	1633.53	2026.65
	(b) Deferred tax liabilities (net)	D	124.33	117.73	121.63
	(c) Long-term provisions	E	13.41	13.41	12.34
			1772.05	1764.67	2160.62
4	Current liabilities				
	(a) Short-term borrowings	F	434.80	540.34	624.70
	(b) Trade payables	G	155.32	207.12	51.56
	(c) Other current liabilities	H	383.58	458.83	459.64
	(d) Short-term provisions	I	127.64	141.84	95.37
			1101.34	1348.13	1231.28
	Total		4166.48	4449.29	4472.57
	ASSETS				
5	Non-current assets				
	(a) Goodwill (On Consolidation)		320.43	320.43	320.43
	(b) Fixed Assets	J	2726.48	2703.90	3241.57
	(c) Non-current investments	K	8.10	8.10	8.10
	(d) Long-term loans and advances	L	189.79	178.53	80.47
	(e) Other non-current assets	M	9.14	9.14	12.21
6	Current Assets				
	(a) Current Investments		0.00	0.00	0.00
	(b) Inventories		338.25	205.30	164.03
	(c) Trade Receivables	N	456.30	868.45	450.11
	(d) Cash & Bank Balances	O	2.11	31.40	110.77
	(e) Short Term Loans & Advances	P	77.38	87.37	81.53
	(f) Other Current Assets	Q	38.49	36.67	3.34
	Total		4166.48	4449.29	4472.57

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

ANNEXURE-II

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs in Lakhs)

Particulars	Annexure	As At		
		31-10-2015	31-03-2015	31-03-2014
Continuing Operations				
Revenue from operations:				
- Revenue From Sale of Products	R	1638.74	3431.03	3326.33
- Revenue From Sale of Services	R	0.00	0.00	0.00
- Other Operating Income	R	116.49	222.97	206.83
Net Revenue from operations		1755.23	3654.00	3533.16
Other income	R	17.43	100.63	28.03
Total Revenue (A)		1772.67	3754.64	3561.19
Expenses:				
Cost of Materials & Stores Consumed	S	819.78	1918.41	1963.46
Purchase of Stock-in-trade		0.00	0.00	0.00
Changes in inventories of finished goods, WIP and Stock-in-Trade	T	(22.76)	(10.13)	(55.75)
Employee benefits expense	U	261.84	383.77	292.56
Other expenses	V	394.48	625.20	505.99
Total Expenses (B)		1453.34	2917.26	2706.25
Earnings Before Interest, Taxes, Depreciation & Amortization		319.33	837.38	854.93
Finance costs	W	153.86	353.89	358.68
Depreciation and amortization expenses		202.26	427.79	446.50
Profit before exceptional items, extraordinary items and tax (C=A-B)		(36.79)	55.70	49.76
Exceptional items (D)		0.00	0.00	0.00
Profit before extraordinary items and tax (E=C-D)		(36.79)	55.70	49.76
Extraordinary items (F)		0.00	0.00	0.00
Profit before tax (G=E-F)		(36.79)	55.70	49.76
Provision for Tax				
- Current Tax		0.00	13.78	21.48
- Deferred Tax Liability / (Asset)		6.61	(3.90)	(19.23)
- MAT Credit Entitlement		0.00	0.00	0.00
Tax Expense For The Year (H)		6.61	9.88	2.25
Restated Profit before Minority Interest for the year from total operations (I=G-H)		(43.39)	45.82	47.51
Minority Interest		(0.16)	(0.77)	(0.18)
Restated Profit for the year from total operations (K=I+J)		(43.55)	45.05	47.33

Note:

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

ANNEXURE-III

RESTATED CONSOLIDATED CASHFLOW STATEMENT

(Rs in Lakhs)

Particulars	As At	
	31-10-2015	31-03-2015
1.Cash Flow From Operating Activities:		
Net Profit before tax and extraordinary item	(36.79)	55.70
<i>Adjustments for:</i>		
Depreciation and amortization expense	202.26	427.79
Interest & Other Charges	153.86	353.89
(Profit)/Loss on sale of Fixed Assets	(9.45)	(63.65)
Dividend Received	(0.81)	(0.97)
Interest Received/ Other Non-Operative Receipts	(7.15)	(6.91)
Operating Profit before Working Capital Changes	301.92	765.85
<i>Adjustments for:</i>		
Inventories	(132.96)	(41.27)
Trade Receivables	412.15	(418.33)
Short Term Loans & Advances	9.99	(5.84)
Other Current Assets	(1.81)	(33.33)
Trade Payables	(51.80)	155.55
Other Current Liabilities	(75.25)	(0.80)
Short term Provision	(14.21)	46.47
Cash Generated from Operation	448.03	468.30
Taxes Paid	0.00	(13.78)
Net Cash from Operating Activities	448.03	454.52
2. Cash Flow From Investing Activities:		
Fixed Assets Purchased (Net)	(237.77)	(133.73)
Additions to Capital Work In Progress	0.00	0.00
Sale of Fixed Assets	22.37	307.25
Dividend Received	0.81	0.97
Interest Received/ Other Non-Operative Receipts	7.15	6.91
<i>Adjustments for:</i>		
Long Term Loans & Advances	(11.26)	(98.06)
Non-Current Investments	0.00	0.00
Other Non-Current Assets	0.00	3.08
Long term Provision	0.00	1.07
Net Cash from Investing Activities	(218.69)	87.49
3. Cash Flow From Financing Activities:		
Proceeds/(Repayment) of Short term borrowings	(105.54)	(84.37)
Proceeds/(Repayment) of Long term borrowings	0.77	(183.12)
Payment of Interim Dividend and tax on it	0.00	0.00
Interest & Other Charges paid	(153.86)	(353.89)
Net Cash from Financing Activities	(258.63)	(621.38)

Net Increase/ (Decrease) in Cash & Cash Equivalents	(29.28)	(79.38)
Cash & Cash Equivalents at the beginning of the year	31.40	110.77
Cash & Cash Equivalents at the end of the year	2.11	31.40

Note:

1. Components of Cash & Cash Equivalents:

Particulars	As At	
	31-10-2015	31-03-2015
Cash on Hand	1.62	1.07
Balances with Scheduled Banks		
In Current Accounts	0.50	5.33
In Deposit Accounts	0.00	25.00
Total Cash & Cash Equivalents	2.11	31.40

- The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements notified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
- Figures in Brackets represents outflow.
- The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively

RESTATED CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

Background:

Kranti Industries Limited is a Company incorporated in India under the Companies Act, 1956. It was incorporated in the year 1995. CIN of the Company is U29299PN1995PLC095016. It is engaged in the field of manufacturing and processing engineering and automobile products. It is located at its registered address Gat No 267/B/1, At Post Pirangut, Taluka Mulshi, Pune, Maharashtra 412115.

At the end of financial year 2012-2013, Wonder Precisions Private Limited, Pune became Subsidiary of the Company.

The Subsidiary is involved in the business of Engineering Products. Consolidated Financial Statements has been prepared as per the provisions of Companies Act, 2013. As, upto Financial Year 2012-2013, preparation of Consolidated financial Statements was not required as per Companies Act, 1956, Consolidated Financials are prepared for the Financial Year 2014 and 2015 as per Companies Act, 2013.

Nature of Operations

The Company is having its manufacturing facilities at Pirangut, Pune, is presently engaged in manufacturing & Processing of Engineering Products.

I. SIGNIFICANT ACCOUNTING POLICIES:

Basis of Preparation of Restated Consolidated Financial Statements

These Restated Consolidated Financial Statements are prepared under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the provisions of Accounting Standard 21 on Consolidated Financial Statements, applicable Accounting Principles and applicable Accounting Standards notified under Section 133 of the Companies Act 2013. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP').

The financial statements for the year ended 31st March, 2015 and for Seven Months Period ending 31st October 2015 have been prepared in accordance with Schedule III of the Companies Act, 2013. For the purpose of inclusion in the offer document, audited financial statements are prepared in accordance with Schedule III of the Companies Act, 2013.

For the Purpose of the Notes related to Restated Consolidated Financial Statements, The Company means Kranti Industries Limited (Holding Company) unless otherwise stated.

Use of estimates

The preparation of financial statements require estimates and assumptions to be made that affect the reported balances of assets as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

The Consolidated Financial Statements relate to Kranti Industries Ltd ('The Company') and its subsidiary. The Consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the company and its subsidiaries have been prepared based on a line-by-line consolidation by adding together the book values of like items of assets, liabilities, income and expenses as per the respective financial statements duly certified by the auditors of the respective companies.
- b. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- c. The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statements as goodwill.

The following significant accounting policies are adopted in the preparation and presentation of these Consolidated Financial Statements:

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.

Sales of Goods:

Revenue is recognised when significant risks and rewards of ownership of the goods sold are transferred to the customer.

Income from Services:

Revenue in respect of contracts for services is recognised when the services are rendered and related costs are incurred.

Other Income:

- Interest income is recognised on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

- Dividend income is recognised generally on receipt basis.

-The Company has a policy of not recognising Interest earned on MSEB deposits as it is settled against Electricity bill raised by MSEB.

2. Fixed assets

Tangible Fixed assets

1. Fixed assets are stated at historical cost less accumulated depreciation less impairment loss, if any. Cost comprises the Purchase Price including taxes, duties, freight and other incidental expenses related to acquisition & installation of the concerned assets. However, cost excludes Excise Duty, VAT and Service Tax wherever credit of the duty is availed of.
2. The Company has adopted para 46/46A of AS 11 - "The Effects of Changes in Foreign Exchange Rates" and accordingly the cost of acquisition is adjusted for exchange differences relating to long-term foreign currency monetary liabilities attributable to the acquisition of fixed assets and the adjusted cost of respective fixed assets are depreciated over the remaining useful life of such assets.

3. At each Balance sheet date, the Company ascertains whether there is any impairment of fixed assets based on internal/ external factors. Where there is an indication that an asset is impaired, the recoverable amount, if any is estimated and the impairment loss is recognized to the extent carrying amount exceeds recoverable amount.
4. For the Financial Year 2015 the Company has adopted the useful life as it is provided in the Schedule-II of the Companies Act, 2013 without technical evaluation of useful life of the Assets except for the blocks of assets mentioned below:

Block of Assets	Useful Life Considered
------------------------	-------------------------------

Land & Building (All Assets)	40 Years
Electrical Installations (Few Assets)*	12 Years
Plant and Machinery (All Assets)	20 Years

5. Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.
6. Useful Life of Fixed Assets of subsidiary company has been considered as per Schedule II of the Companies Act, 2013.

* Refer Note No. 3 Depreciation for details of Assets under the Block Electrical Installations have been considered as 12 Years. For all other assets useful life is considered 10 Years.

Intangible Fixed Assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses. The cost of intangible assets comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

3. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost.

During the period ended 31 March 2015 the Company has realigned its depreciation policy in accordance with Schedule II to Companies Act, 2013. Consequently w.e.f 1st April 2014:

- (a) Carrying Value of Assets is now depreciated over its revised remaining useful life.
- (b) Where the remaining useful life of the assets is "NIL" as on 1st April 2014, carrying value of assets after retaining the residual value has been recognized in the Statement of Profit and Loss Account in accordance with the transitional provision of note 7(b) of Schedule-II of the Companies Act, 2013.

The details of useful life of an asset and its residual value estimated by the management are as follows:-

Type of Asset	Useful Life as per Management's estimate from April 1, 2014	Rates Applied FY 2010-2011 to FY 2013-2014
Factory Building*	40 Years	10.00%
Plant & Machinery **	20 Years	13.91%
Electrical Installations***	10 Years	13.91%
Furniture & Fixtures	10 Years	18.10%
Computers	3 Years	40.00%
Vehicles - Others	8 Years	25.89%
Office Equipments	5 Years	13.91%
Trade Mark	25%	25.00%

None of the case the residual value of a tangible asset is more than five per cent of the original cost of the asset

* For this class of asset, based on internal assessment by the Management the useful life is estimated to be 40 Years whereas the useful life for the said class of asset as per Schedule II is 30 Years.

** For this class of asset, based on internal assessment by the Management the useful life is estimated to be 20 Years whereas the useful life for the said class of asset as per Schedule II is 15 Years.

*** For this class of asset, based on internal assessment by the Management the useful life is estimated to be 12 Years whereas the useful life for the said class of asset as per Schedule II is 10 Years for the Following Specified Assets

Particulars of Assets	Useful Life Estimated
L T Panel	12 Years
Electrical Installations and Fittings	12 Years

(c) Effect of Change in Accounting Estimates on Financials is not ascertained, as there is change in method of depreciating assets based on the remaining useful life of the asset in accordance with the provisions of Companies Act, 2013.

4. Inventories

Inventories are stated at the lower of cost and net realisable value, less any provision for Obsolescence. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost is determined as Follows:

Finished Products and Work In Progress are valued at raw material cost plus costs of conversion, comprising labour costs and an attributable proportion of manufacturing overheads based on normal levels of activity.

Net Realizable Value:

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In the case of manufactured inventories and work in progress, cost includes an appropriate share of labour and overheads.

Work In Progress:

The Company currently ascertains and values Work in Progress on estimated basis.

5. Retirement Benefits & Other Employee benefits

i. Short Term

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive (Bonus) and Compensated absences which are expected to occur within 12 months after the end of the Period in which the employee renders the related service.

ii. Long Term

a. Provident Fund Contribution

The employees of the company are entitled to receive benefits in the form of Provident Fund, a defined contribution plan in which both employees and the company make monthly/annual contributions equal to specified percentage of the employee's salary. The contributions, as specified under law, are made to the respective Provident Fund Commissioner.

b. Employee's State Insurance Corporation Contribution

Wonder Precision Private Limited provides for a superannuation/annuity fund, a defined contribution plan, for certain categories of employees. The contributions are made annually at a pre-determined proportion of employee's salary to insurance companies which administer the fund. Wonder Precision Private Limited recognises such contributions as expense over the period of services rendered.

c. Gratuity

The Company has arrangement with Life Insurance Corporation Of India (LIC) for Gratuity Benefits for all eligible employees except Directors of the Company. The Company had a policy of recognizing Gratuity Liability of Directors on the basis of provisions laid down by the Payment of Gratuity Act, 1972.

d. Leave Encashment

The Company does not make appropriate provision for Leave Encashment and is accounted on cash basis

6. Foreign exchange transactions

Transactions denominated in Foreign Currencies are recorded at the exchange rate prevailing on the date of the transactions or at the rates that closely approximate the rate at the date of transaction. Foreign Currency Monetary items outstanding at the Balance Sheet date are restated at year end rates. Any Income or Expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss. Non-Monetary Foreign Currency Items are carried at Cost.

7. Lease accounting

Operating Leases: Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognised as an expense in the statement of statement of profit and loss. Initial direct costs in respect of the lease acquired are expensed out in the year in which such costs are incurred.

8. Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

9. Taxes on income

Tax expenses comprise Current Tax / Minimum Alternate Tax (MAT) and deferred tax charge or credit.

Current tax –

Tax expense for a year comprises of current Tax and deferred tax.

Tax on income for the current period is determined on the basis of the taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on expected outcome of assessment/appeals.

Deferred tax –

Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

10. Earnings per share:

Basic earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

11. Provisions and contingent liabilities

A provision is recognised when the company recognizes that it has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements. Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has-been incurred and the amount can be reasonably estimated.

Contingent liabilities are disclosed by way of notes to the accounts. Contingent assets are not recognized.

12. Investments

- (i) Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of investments.
- (ii) Current investments are carried individually, at lower of cost and fair value.
- (iii) Costs of investments include acquisition charges such as brokerage, fees and duties.

13. Cash Flow Statements

Cash flows are reported using indirect method as set out in Accounting Standard (AS) -3 “Cash Flow Statement”, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents

Cash comprises cash at bank and in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

14. Government Grants & Assistance:

This includes subsidy being received from State Government and Western Maharashtra Development Corporation for fixed assets being non-repayable is grouped under Capital Reserve.

II. NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENT:

1. Contingent liabilities and commitments (to the extent not provided for)

A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.

2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Under the Micro, Small and Medium Enterprise Development Act, 2006 which came into force from October 2, 2006 certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The disclosures required under the said act are made only to the extent relevant information is readily available with the Company and is relied upon by the auditors.

As informed to us by the management, the company owes no dues, which are outstanding for more than 45 days as at 31/03/2015 to any "Micro, Small and Medium Enterprises" as required under "Micro, Small And Medium Enterprises Development Act 2006"

- Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure-X of the enclosed financial statements.
- Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is as under:

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	138.56	131.95	146.88
(DTA) on account of carry forward Business Losses & Depreciation	(14.23)	(14.23)	(25.25)
Net Deferred Tax (Asset)/Liability	124.33	117.73	121.63

5. Earnings Per Share : Earnings per Share have been calculated as under:

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
A. Number of Shares at the beginning of the year	47,00,000	40,00,000	40,00,000
Shares issued during the year:			
- Allotment (Including bonus shares issued)	23,50,000	7,00,000	0
B. Total Number of equity shares outstanding at the end of the year	70,50,000	47,00,000	40,00,000
C. Weighted average number of equity shares outstanding during the year (adjusted for subdivision and issue of bonus shares)*	70,50,000	63,51,342	63,50,000
D. Net profit after tax available for equity shareholders as restated	(43.55)	45.05	47.33
E. Basic and Diluted earnings per share	(0.62)	0.71	0.75

*Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. Since the split in face value of equity shares from Rs.100.00 each to Rs. 10.00 each fully paid up and the issue of bonus shares in the ratio of 1:2 without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2010-11, the earliest period reported.

6. Figures have been rearranged and regrouped wherever practicable and considered necessary.
7. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
8. The balances of trade payables, trade receivables, loans and advances are considered as good are subject to confirmations of respective parties concerned.
9. **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. The disclosures as envisaged under the standard are as under:

(a) Defined Benefit Plan (Gratuity)

(Rs in Lakhs)

Particulars	As At
	2014-15
1. The amounts recognised in the Balance Sheet are as follows:	
Present value of funded obligations recognised	18.86
Net Liability	18.86
2. The amounts recognised in the Profit & Loss A/c are as follows:	
Current Service Cost	2.93

Particulars	As At
	2014-15
Interest on Defined Benefit Obligation	1.23
Net Actuarial Losses / (Gains) Recognized in Year	1.42
Expected Return on Plan Assets	(1.24)
Total	4,34,179
3. Changes in the present value of defined benefit obligation:	
Defined benefit obligation as at the beginning of the year/period	13.43
Service cost	2.93
Interest cost	1.23
Actuarial Losses/(Gains)	1.39
Benefits Paid	(0.12)
Defined benefit obligation as at the end of the year/period	18.86
Benefit Description:	
Benefit type:	
Retirement Age:	58 Years
Vesting Period:	5 Years
The principal actuarial assumptions for the above are:	
Future Salary Rise:	5.00%
Discount rate per annum:	7.90%
Expected Return on Plan Assets	0
Mortality Rate:	1% to 3%

As stated above the Company had no policy of recognizing Gratuity as per Actuarial Valuations. However, for the purpose of Restatement of Financial Statements company has calculated Gratuity Liability as per Actuarial Valuation only for the Financial Year 2014-2015. As Gratuity Liability is not calculated as per Actuarial valuations up to Financial Year 2013-2014, it is not restated in the Restated Financial Statements and is disclosed as per audited financial statements.

Also, Actuarial Losses/(Gains) is not recognized in the Restated Statement of Profit and Loss Account for the Financial Year 2014-2015.

Provision for Gratuity for the period ending 31 October 2015 is not made as Company would provide the same on the basis of Actuarial Valuations at 31 March 2016. Gratuity Liability as per Actuarial Valuations is not available with the Company for the period ending 31 October 2015.

Following is the details of Gratuity Liability

Particulars	Gratuity Funded
	As At March 31, 2015
Provision for Employee Benefits as per Actuarial Valuations	
Present Value of Obligations as at March 31, 2015	18.86
Less : Funded by LIC*	15.61
Net Liability**	3.25

* Directors Gratuity Liability is not funded with LIC and Separate Provision is recognized for Directors Gratuity Liability of Rs. 13.41 Lakhs

**Actual Liability to be recognized in the Balance Sheet. However, as Company accounts its Gratuity Policy as per provisions of Gratuity Act, It is not restated at the net liability stated above, as Company has not calculated Gratuity Liability by actuarial valuations. The above liability also includes gratuity liability of directors which is provided in the books as per Payment of Gratuity Act.

b. Defined Contribution Plans

The Company is registered with the Regional Provident Fund Commissioner for the Employees' Provident Fund Scheme. Contributions to Provident Fund are included under head Salaries, allowances and welfare in the Statement of profit and loss.

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Provident Fund (including PF on labour contract)	9.54	15.14	10.48

Wonder Precision Private Limited contributes to an Employee's State Insurance Corporation, a defined contribution plan for certain categories of employees. Contributions to Employee State Insurance Corporation are included under the head Salaries, allowances and welfare in the Statement of Profit and Loss.

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Employee State Insurance Corporation	0.32	0.52	0.48

10. Realisations

In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets and loans and advances are approximately of the same value as stated.

11. Contractual liabilities

In the Opinion of the Board, all other contractual liabilities connected with business operations of the Company have been appropriately provided for.

12. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupees. Figures in brackets indicate negative values

13. Previous year's figures

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures for the year ended March 31, 2011 dealt in this statement have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure to the extent possible.

14. Leases

Operating Lease

Operating leases are mainly in the nature of lease of Plant and Machinery installed (Lease period 60 Months), and are renewable by mutual consent. Lease rental payments made by the Company are recognized in the statement of profit and loss.

Lease payments recognized in statement of profit & loss :

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Lease Rentals Paid / Provided for	58.25	23.63	0.00

15. Notes On Material Adjustments

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 Schedule III of the Companies Act, 2013 and Accounting Standards.

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
	(Rs. In Lakhs)	(Rs. In Lakhs)	(Rs. In Lakhs)
Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: (A)	(43.56)	45.06	47.33
Adjustment on Account of :			
Add/(Less): Foreign Exchange Rate Difference Income / (Expenses) for the year not charged to Profit and Loss Account.*	0.00	0.00	0.00
Total (B)	0.00	0.00	0.00
Net Profit as Restated (A+B)	(43.55)	45.05	47.33

Statement of Adjustments in the financial statements:

* In the Financial 2014-2015 Foreign Exchange Rate Difference of Rs. 365 was not charged to Profit and Loss Account and was disclosed as Long Term Capital Advance in the Audited Financial Statements.

* In the Financials ending 31 October 2015 Foreign Exchange Rate Difference of Rs. 365 was charged to Profit and Loss Account in the Audited Financial Statements.

Material Regrouping

W.e.f April 1, 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. The adoption of Schedule III of the Companies Act, 2013 does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements for the year ended March 31, 2011. Accordingly,

the Company has reclassified the figures for the previous year ended 31 March 2011 in accordance with the requirements applicable for the year ended 31 March 2015.

Appropriate adjustments have been made in the Restated Summary Statements of assets and liabilities, profit and losses and cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow in order to bring them in line with the audited financials of the Company as at and for the six months period ended October 31, 2015, prepared in accordance with Schedule III of the Companies Act, 2013 and the requirements of the Securities and Exchange board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Further numbers have been rounded off nearest to Rs in Lakhs for all period presented.

Note:

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

ANNEXURE – A

RESTATED CONSOLIDATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Share Capital			
Authorized Share Capital			
100,00,000 Equity Shares of Rs.10 each fully paid up (PY: 10,00,000 Equity Shares of Rs. 100 each)	100,00,000	10,00,000	10,00,000
Share Capital (in Rs.)	1000.00	1000.00	1000.00
Issued, Subscribed and Paid up Share Capital			
Equity Shares of Rs. 100 each fully paid up	70,50,000	4,70,000	4,00,000
Share Capital (in Rs.)	705.00	470.00	400.00
Total	705.00	470.00	400.00

During the Period ended 31 October 2015, each of 10,00,000 Equity Shares of the nominal value of Rs. 100/- each in the Authorized Share Capital of the Company has been subdivided into 1,00,00,000 Equity Shares of Rs. 10/- each.

Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Equity Shares			
Shares outstanding at the beginning of the year	47,00,000	4,00,000	4,00,000
Shares Issued during the year	23,50,000	70,000	-
Shares bought back during the year		-	-
Shares outstanding at the end of the year	70,50,000	4,70,000	4,00,000

*During the Financial Year 2010-2011 the company made a Bonus Issue of 2, 00,000 Equity Shares of Rs. 100 each fully paid up in the ratio 1:1.

During the Financial Year 2014-2015 the company made a Right Issue of 70,000 Equity Shares of Rs. 100 each fully paid up at Securities Premium of Rs. 200 on each share.

During the Period ending 31st October 2015 the company made a Bonus Issue of 23,50,000 Equity Shares of Rs. 10 each fully paid up in the ration 1:2

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As At					
	31-10-2015		31-03-2015		31-03-2014	
	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding
Mrs. Basanti K. Vora	7,50,030	10.64%	50,000	10.64%	50,000	12.50%
Mrs. Indubala S. Vora	16,86,700	23.92%	1,12,447	23.92%	1,10,200	27.55%

Name of Shareholder	As At					
	31-10-2015		31-03-2015		31-03-2014	
	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding
Mr. Sachin S. Vora	15,90,000	22.55%	1,06,000	22.55%	1,06,000	26.50%
Mrs. Sapana Gaadiya	3,75,000	5.32%	25,000	5.32%	20,000	5.00%
Mr. Sumeet S. Vora	15,30,000	21.70%	1,02,000	21.70%	1,02,000	25.50%
	59,31,730		3,95,447		3,88,200	

Kranti Industries Limited has only one class of shares i.e. equity share of Rs. 10/- each (PY: Rs. 100/- each). Each shareholder is entitled to vote in proportion to his share of the paid up equity share capital of the Company. The shareholders are entitled to receive the dividend in proportion to the amount of paid up share capital held by them. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the annual general meeting except in case of the interim dividend. The Company has not declared any dividend during the respective years.

Shares issued other than cash, bonus issue and shares bought back

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Equity Shares :			
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil
Fully paid up by way of bonus shares	23,50,000	Nil	Nil
Shares bought back	Nil	Nil	Nil
Unpaid Calls	As At		
	31-10-2015	31-03-2015	31-03-2014
By Directors	Nil	Nil	Nil
By others	Nil	Nil	Nil

ANNEXURE – B

RESTATED CONSOLIDATED STATEMENT OF RESERVES AND SURPLUS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Capital Reserve :			
Special Capital Incentive (A)	9.14	9.14	9.14
Securities Premium Reserve (B)			
Opening Reserve	140.00	0.00	0.00
Add: Arised Right Issue of Shares	0.00	140.00	0.00
Less: Amount utilised for issue of Bonus Shares	140.00	0.00	0.00
Closing Balance (B)	0.00	140.00	0.00

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Other Reserves			
<u>General Reserve</u>			
Opening Balance	30.00	30.00	30.00
Add : Amount Transferred from Statement of P & L	0.00	0.00	0.00
Less : Utilized for the issue of bonus shares	0.00	0.00	0.00
Closing Balance (C)	30.00	30.00	30.00
<u>Surplus in Statement of Profit & Loss</u>			
Balance as per last financial statements	687.73	642.68	595.35
Add : Profit for the year	(43.55)	45.05	47.33
Less : Amount transferred to General Reserve	0.00	0.00	0.00
Less : Amount Utilised For Issue of Bonus Shares*	95.00	0.00	0.00
Closing Balance (D)	549.18	687.73	642.68
Total	588.32	866.87	681.82

*Note: Bonus Shares has been issued from Securities Premium and Surplus in Statement of Profit & Loss Account

ANNEXURE-C

RESTATED CONSOLIDATED STATEMENT OF LONG TERM BORROWINGS

(Rs in Lakhs)

PARTICULARS	As At		
	31-10-2015	31-03-2015	31-03-2014
Long Term Borrowings			
<u>Term Loans</u>			
From Banks & Financial Institutions			
HDFC Bank Ltd	1286.93	1378.81	0.00
Cosmos Co-Operative Bank Ltd	0.00	0.00	1378.11
Corporation Bank Ltd	0.00	0.00	103.13
Less : Current Maturities (Refer Annexure H)	342.93	387.78	392.91
	944.00	991.03	1088.33
<u>Vehicle Loans</u>	-	-	-
<u>Loans and advances from related parties</u>			
From Relatives & Directors	690.31	642.51	938.32
TOTAL LONG-TERM BORROWINGS	1634.31	1633.53	2026.65
The above amount includes:			
Secured Borrowings	944.00	991.03	1088.33
Unsecured Borrowings	690.31	642.51	938.32
TOTAL LONG-TERM BORROWINGS	1634.31	1633.53	2026.65

Notes: 1.The terms and conditions and other information in respect of Secured Loans are given in Annexure-CF1

3. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure-CF2

ANNEXURE-CF1 :- STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Rs in Lakhs)

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Morat-orium	As At		
							31-10-2015	31-03-2015	31-03-2014
Secured Loan									
HDFC Bank Ltd	Working Capital (Cash Credit)	400	Base Rate + 2.00% i.e. Effective Rate 11.35%	Primary Security : Hypothecation by way of first and exclusive charge on all stocks, book debts, Machinery & Furniture for Unit II & Plant and Machinery out of respective Term Loans.	On Demand	NA	335.34	482.49	-
HDFC Bank Ltd	Working Capital (Bill Discounting)	200	Base Rate + 1.00% i.e. Effective Rate 10.35%		On Demand	NA	50.37	-	-
HDFC Bank Ltd	Term Loan I	240	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 45 monthly installments of Rs. 6.59 Lakhs per month.	NA	190.21	222.59	-
HDFC Bank Ltd	Term Loan II	200	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 47 monthly installments of Rs. 5.31 Lakhs per month.	NA	160.67	186.25	-
HDFC Bank Ltd	Term Loan III	250	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 46 monthly installments of Rs. 6.75 Lakhs per month.	NA	199.52	232.35	-
HDFC Bank Ltd	Term Loan IV	350	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 64 monthly installments of Rs. 7.26 Lakhs per month.	NA	304.52	334.15	-

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
HDFC Bank Ltd	Term Loan V	148.75 Disbursed 140.00	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 71 monthly installments of Rs. 2.70 Lakhs per month	NA	124.15	134.48	-
HDFC Bank Ltd	Term Loan VI	127.13	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 71 monthly installments of Rs. 2.45 Lakhs per month	NA	114.09	123.39	-
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VI)	(127.13)	As Per TAG		Valid Upto 36 Months	NA	-	-	-
HDFC Bank Ltd	Letter of Credit	115	1.50%		Valid Upto 12 Months	NA	-	-	-
HDFC Bank Ltd	Term Loan VII	196 - Disbursed 145.55	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 60 monthly installments of Rs. 3.18 Lakhs per month	NA	141.84	-	-
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VII)	(196)	As Per TAG		Valid Upto 36 Months	NA	-	-	-
HDFC Bank Ltd	Letter of Credit (Sublimit of TL VII)	(196)	1.50%		Valid Upto 12 Months	NA	-	-	-
HDFC Bank Ltd	PSR Limit (Sublimit of CC)	(32)	As Per TAG		Valid Upto 12 Months	NA	-	-	-

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
Corporation Bank Ltd	Working Capital (Cash Credit)	67	Base Rate + 4.60% i.e. Effective Rate 14.60%	Primary Security: Hypothecation by way of first and exclusive charge on present and future stock, book debts of the Company.	On Demand	NA	-	57.85	40.44
Corporation Bank Ltd	Term Loan	143.82	Base Rate + 5.00% i.e. Effective Rate 15.00%	Primary Security: Hypothecation by way of first and exclusive charge on entire movable assets excluding vehicles (existing & future) of the Company.		NA	-	145.59	232.67
Cosmos Co-Operative Bank Ltd**	Working Capital (Cash Credit)	600	10-11 As Per Present Credit Rating 12% P.A. 11-12 As Per Present Credit Rating 15% P.A. 12-13 As Per Present Credit Rating 13% P.A. 13-14 As Per Present	Primary Security : CC : Charge on all Current Assets	On Demand	NA	-	-	313.16

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
			Credit Rating 14% P.A.						
Cosmos Co-Operative Bank Ltd**	Working Capital (Buyer's Credit) (Sub Limit of Term Loan For Import of Machinery)	843	As per bank guidelines from time to time (approx 13% p.a.)	Primary Security : Cash Margin, Charge on Current And/Or Fixed Assets	On Demand	NA	-	-	271.11
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180435	965	10-11 As Per Credit Rating : Effective Rate 10.5 % P.A.	Primary Security : TL : First & exclusive charge on Plant And Machineries including Machineries Purchased against Term Loans.	Repayable in 66 months starting from 08th January 2007	6 Months	-	-	-
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180648	370	10-11 As Per Credit Rating : Effective Rate 12.50 % P.A. 11-12 As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 14th January 2009.	Nil	-	-	-

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575100329	600	<u>10-11</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 16th August 2010	12 Months	-	-	-
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180727	312	<u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 09.10.2009	12 Months	-		
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180921	638	<u>11-12</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>12-13</u> As Per Credit Rating : Effective Rate 12.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 12.50 % P.A.		Repayable in 60 months, installment starting from 23rd June 2011	6 Months	-		300.00

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180949	421	<u>11-12</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 22nd August 2011	12 Months	-	-	300.00
Cosmos Co-Operative Bank Ltd**	Term Loan - 00575180958	348	<u>11-12</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 7th September 2011	12 Months	-	-	250.00
Cosmos Co-Operative Bank Ltd**	Term Loan - 005751801021	422	<u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 1st March 2013	12 Months	-	-	300.00

A. Loan from Banks / Financial Institutions									
Name of Lender	Purpose	Sanction Amount (Rs. In Lakhs)	Rate of interest	Securities offered*	Re-payment	Moratorium	As At		
							31-10-2015	31-03-2015	31-03-2014
Cosmos Co-Operative Bank Ltd**	Term Loan - 005751801076	184.75	<u>12-13</u> As Per Credit Rating : Effective Rate 10.50 % P.A. <u>13-14</u> As Per Credit Rating : Effective Rate 10.50 % P.A.		Repayable in 72 months, installment starting from 5th April 2014	12 Months	-	-	92.59
Cosmos Co-Operative Bank Ltd**	Vehicle Loan - 00575190213	10	<u>10-11</u> As Per Credit Rating : Effective Rate 11.00 % P.A. <u>11-12</u> As Per Credit Rating : Effective Rate 11.00% P.A.	Primary Security : First & exclusive charge on Vehicles Purchased against Term Loans.	Repayable in 48 months, installment starting from 30th July 2010	Nil	-	-	-
Cosmos Co-Operative Bank Ltd**	Vehicle Loan - 00575190310	10	<u>12-13</u> As Per Credit Rating : Effective Rate 14.00 % P.A.		Repayable in 36 months, installment starting from 29th December 2012	Nil	-	-	5.98

*** Current Base Rate of HDFC Bank Ltd is 9.35% p.a.

** All Credit Facilities and Term Loans were shifted from Cosmos Co-Operative Bank Ltd to HDFC Bank Ltd during the Financial Year 2014-2015.

* Please see Note 1 and Note 2 for the details of Collateral Security & Personal Guarantee respectively. Collateral Security and Personal Guarantee details are related to HDFC Bank Ltd as it is the Current Banker of the Company.

Note 1

Collateral Security:

Property Description:

1. Factory Land & Building at Unit No III, Gat NO 267/B1, Old Gat No 146 B, Opposite Nisarg Dabba, Village - Pirangut, Taluka - Mulshi, District - Pune.
2. Factory Land & Building at Gat NO 267/B/1, Plot No 7 & 8, Village - Pirangut, Taluka - Mulshi, District - Pune.
3. Factory Land and Building at Plot No J-63, "S" Block, Bhosari, Taluka - Haveli, Pune (Common Security).
4. Entire movable assets of the Company excluding Vehicles (Existing and Future).

Note 2

Personal Guarantee of:

Personal Guarantee of all Directors, 100% Shareholders and Collateral Security Owners

ANNEXURE-CF2

STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

Unsecured Loan from other companies

As represented by the management, there is no formal agreement in respect of the amount borrowed by the company. However, as informed by the management, the borrowing is not repayable within the next 12 months and it carry 12% p.a. interest as of now.

Details of Unsecured Loans from Promoters/Shareholders/Related Parties

(Rs in Lakhs)

VIJAY K. VORA (H.U.F.)			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	0.00	13.73
Amount Received/credited	0.00	0.00	0.50
Interest Accrued	0.00	0.00	0.43
Amount repaid/adjusted	0.00	0.00	14.61
TDS	0.00	0.00	0.04
Outstanding Amount	0.00	0.00	0.00
PISTABEN MADANRAJ JAIN			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	17.50	17.50	7.50
Amount Received/credited	0.00	0.00	10.00
Interest Accrued	0.97	1.93	1.06
Amount repaid/adjusted	0.87	1.73	0.95
TDS	0.10	0.19	0.11
Outstanding Amount	17.50	17.50	17.50
INDUBALA S. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	173.34	209.50	206.80
Amount Received/credited	1.66	0.50	9.60
Interest Accrued	6.99	19.83	25.07
Amount repaid/adjusted	6.30	54.51	29.46
TDS	0.70	1.98	2.51
Outstanding Amount	175.00	173.34	209.50
REKHA K. LODHA			
Rate of Interest - 12%			

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	4.85	18.50	15.60
Amount Received/credited	1.70	3.75	2.90
Interest Accrued	0.31	2.27	2.22
Amount repaid/adjusted	0.28	19.44	2.00
TDS	0.03	0.23	0.22
Outstanding Amount	6.55	4.85	18.50
LILABAI TEJRAJ RATHOD			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	0.00	5.00
Amount Received/credited	0.00	0.00	0.00
Interest Accrued	0.00	0.00	0.19
Amount repaid/adjusted	0.00	0.00	5.19
TDS	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.00
LATA V. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	14.50	14.50	34.50
Amount Received/credited	10.50	45.50	0.00
Interest Accrued	1.06	2.29	3.60
Amount repaid/adjusted	0.95	47.56	23.24
TDS	0.11	0.23	0.36
Outstanding Amount	25.00	14.50	14.50
VIJAY K. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	15.75	17.00	17.00
Amount Received/credited	0.00	0.75	0.00
Interest Accrued	0.83	1.70	2.04
Amount repaid/adjusted	7.74	3.53	1.84
TDS	0.08	0.17	0.20
Outstanding Amount	8.75	15.75	17.00
PREKSHA SACHIN VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0	5.05	4.10
Amount Received/credited	0	0.55	0.95

Interest Accrued	0	0.59	0.57
Amount repaid/adjusted	0	6.13	0.51
TDS	0	0.06	0.06
Outstanding Amount	0	0.00	5.05
BASANTI K. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	26.50	24.70	20.20
Amount Received/credited	2.50	1.80	4.50
Interest Accrued	1.10	2.43	2.94
Amount repaid/adjusted	0.99	2.18	2.64
TDS	0.11	0.24	0.29
Outstanding Amount	29.00	26.50	24.70
KAVITA JAIN			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	3.81	17.50	14.65
Amount Received/credited	1.80	4.25	2.85
Interest Accrued	0.23	2.19	2.09
Amount repaid/adjusted	0.21	19.91	1.89
TDS	0.02	0.22	0.21
Outstanding Amount	5.61	3.81	17.50
SAPNA SUNIL GADIYA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	2.50	20.00	22.20
Amount Received/credited	1.00	0.50	2.80
Interest Accrued	0.14	1.89	2.98
Amount repaid/adjusted	0.13	19.70	7.68
TDS	0.01	0.19	0.30
Outstanding Amount	3.50	2.50	20.00
SACHIN S. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	125.87	119.50	120.60
Amount Received/credited	2.17	12.01	12.90
Interest Accrued	5.04	11.19	15.11
Amount repaid/adjusted	5.57	15.57	27.60
TDS	0.50	1.26	1.51
Outstanding Amount	127.00	125.87	119.50

SHEELA K. DHAWALE			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	8.90	8.90	8.00
Amount Received/credited	4.60	0.40	3.25
Interest Accrued	0.68	1.33	1.15
Amount repaid/adjusted	1.12	1.60	3.39
TDS	0.07	0.13	0.12
Outstanding Amount	13.00	8.90	8.90
SUMEET S. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	57.98	48.00	33.50
Amount Received/credited	7.60	20.12	14.50
Interest Accrued	2.35	4.15	4.94
Amount repaid/adjusted	6.70	13.74	4.45
TDS	0.23	0.55	0.49
Outstanding Amount	61.00	57.98	48.00
SARIKA S. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	13.00	40.50	34.25
Amount Received/credited	3.00	7.00	6.25
Interest Accrued	0.82	4.86	4.55
Amount repaid/adjusted	0.74	38.88	4.10
TDS	0.08	0.49	0.46
Outstanding Amount	16.00	13.00	40.50
KUNAL V. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	5.23	5.23
Amount Received/credited	0.00	0.00	0.00
Interest Accrued	0.00	0.24	0.63
Amount repaid/adjusted	0.00	5.45	0.56
TDS	0.00	0.02	0.06
Outstanding Amount	0.00	0.00	5.23
LUSHITA S. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014

Opening Balance	9.24	22.90	16.60
Amount Received/credited	3.76	5.85	6.30
Interest Accrued	0.61	2.84	2.41
Amount repaid/adjusted	0.54	22.07	2.16
TDS	0.06	0.28	0.24
Outstanding Amount	13.00	9.24	22.90
AKSHAY V. VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-15	31-03-14
Opening Balance	3.50	3.50	3.50
Amount Received/credited	0.00	0.00	0.00
Interest Accrued	0.19	0.39	0.42
Amount repaid/adjusted	3.67	0.35	0.38
TDS	0.02	0.04	0.04
Outstanding Amount	0.00	3.50	3.50
PARESH H. MEHTA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	7.00	7.40	6.25
Amount Received/credited	0.00	0.00	1.15
Interest Accrued	0.37	0.81	0.87
Amount repaid/adjusted	7.33	1.13	0.78
TDS	0.04	0.08	0.09
Outstanding Amount	0.00	7.00	7.40
SANGITA H. MEHTA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	19.00	34.02	31.32
Amount Received/credited	0.00	33.98	2.70
Interest Accrued	1.05	3.64	3.97
Amount repaid/adjusted	0.94	52.28	3.57
TDS	0.10	0.36	0.40
Outstanding Amount	19.00	19.00	34.02
SACHIN S. VORA (HUF)			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	4.01	47.50	42.75
Amount Received/credited	1.24	6.50	4.75
Interest Accrued	0.23	5.61	5.90
Amount repaid/adjusted	0.70	55.04	5.31

TDS	0.02	0.56	0.59
Outstanding Amount	4.75	4.01	47.50
SUMEET S. VORA (HUF)			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	1.61	45.75	41.25
Amount Received/credited	1.39	5.85	4.50
Interest Accrued	0.09	5.37	5.69
Amount repaid/adjusted	0.33	54.83	5.13
TDS	0.01	0.54	0.57
Outstanding Amount	2.75	1.61	45.75
RUCHIRA AJIT DHARMADHIKARI			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	2.00	2.00	2.00
Amount Received/credited	2.00	0.00	0.00
Interest Accrued	0.12	0.24	0.24
Amount repaid/adjusted	0.11	0.22	0.22
TDS	0.01	0.02	0.02
Outstanding Amount	4.00	2.00	2.00
TEJRAJ C. RATHOD			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	12.00	12.00	5.00
Amount Received/credited	0.00	0.00	7.00
Interest Accrued	0.90	1.80	1.58
Amount repaid/adjusted	0.90	1.80	1.58
TDS	0.00	0.00	0.00
Outstanding Amount	12.00	12.00	12.00
GRISHA SUMIT VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	4.64	3.75
Amount Received/credited	0.00	0.57	0.89
Interest Accrued	0.00	0.55	0.52
Amount repaid/adjusted	0.00	5.70	0.47
TDS	0.00	0.05	0.05
Outstanding Amount	0.00	0.00	4.64
KAILAS H. DHAWAL			
Rate of Interest - 12%			

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	8.25	8.25	5.00
Amount Received/credited	10.25	0.00	3.50
Interest Accrued	0.80	1.73	0.87
Amount repaid/adjusted	0.72	1.56	1.03
TDS	0.08	0.17	0.09
Outstanding Amount	18.50	8.25	8.25
CHANDANBALA CHOPRA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	2.00	2.00
Amount Received/credited	0.00	0.00	0.00
Interest Accrued	0.00	0.04	0.24
Amount repaid/adjusted	0.00	2.04	0.22
TDS	0.00	0.00	0.02
Outstanding Amount	0.00	0.00	2.00
JIYAAN SACHIN VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	0.33	0.00
Amount Received/credited	0.00	0.08	0.33
Interest Accrued	0.00	0.04	0.03
Amount repaid/adjusted	0.00	0.45	0.03
TDS	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.33
REALITY WAREHOUSING PVT. LTD.			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	65.00	0.00
Amount Received/credited	0.00	0.00	100.00
Interest Accrued	0.00	0.00	5.26
Amount repaid/adjusted	0.00	65.00	40.26
TDS	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	65.00
AMAN VINOD JAIN			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.40	0.40	0.00
Amount Received/credited	0.00	0.25	0.40

Interest Accrued	0.02	0.07	0.04
Amount repaid/adjusted	0.02	0.31	0.03
TDS	0.00	0.01	0.00
Outstanding Amount	0.40	0.40	0.40
HAZEL SUMIT VORA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	0.25	0.00
Amount Received/credited	0.00	0.16	0.25
Interest Accrued	0.00	0.04	0.01
Amount repaid/adjusted	0.00	0.44	0.01
TDS	0.00	0.00	0.00
Outstanding Amount	0.00	0.00	0.25
RUSHABH P. SONAIYA			
Rate of Interest - 12%			
Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance	0.00	0.00	0.00
Amount Received/credited	0.00	10.00	0.00
Interest Accrued	0.00	1.03	0.00
Amount repaid/adjusted	0.00	10.93	0.00
TDS	0.00	0.10	0.00
Outstanding Amount	0.00	0.00	0.00

ANNEXURE- D

RESTATED CONSOLIDATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Opening Balance (A)			
Opening Balance of Deferred Tax (Asset) / Liability	117.73	121.63	140.86
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	6.61	(3.90)	(19.23)
Closing Balance of Deferred Tax (Asset) / Liability (B)	124.33	117.73	121.63

ANNEXURE-E

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM PROVISIONS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-10-2015	31-10-2015
Provision for Employee Benefits			
Provision for Gratuity (unfunded)	13.41	13.41	12.34
TOTAL	13.41	13.41	12.34

*Gratuity Liability includes only liability towards Director's. It does not include Liability towards other Employees. Separate Arrangement with LIC is made for employee gratuity liability. (Refer Note 9 in Notes to Accounts). Gratuity Liability for Wonder Precision Private Limited is NIL.

ANNEXURE-F

RESTATED CONSOLIDATED STATEMENT OF SHORT TERM BORROWINGS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Short Term Borrowings			
<u>Loans Repayable On Demand</u>			
<u>Secured</u>			
From Banks- Cash Credit	384.43	540.34	353.60
From Banks- Buyers Credit	50.37	0.00	271.11
TOTAL SHORT-TERM	434.80	540.34	624.70
The above amount includes:			
Secured Borrowings	434.80	540.34	624.70
Unsecured Borrowings	0.00	0.00	0.00
TOTAL	434.80	540.34	624.70

Notes:

- 1) The terms and conditions and other information in respect of Secured Loans are given in Annexure-CF1

ANNEXURE-G

RESTATED CONSOLIDATED STATEMENT OF TRADE PAYABLES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Trade Payables			
<u>For Goods and Expenses</u>			
Towards Micro, Small and Medium Enterprises	-	-	-
Towards Others	155.32	207.12	51.56
TOTAL	155.32	207.12	51.56

ANNEXURE-H

RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Current maturities of long-term borrowings			
From Banks & Financial Institutions	342.93	387.78	392.91
Other Liabilities			
Interest accrued but not due (Long Term Borrowings)	13.04	9.45	8.94
Advance Received	21.76	31.55	52.22
Deposits Payable	0.27	0.27	0.00
Due to Customers For Capital Goods	0.00	24.21	0.00

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Sales Tax Loans under Package Scheme of Incentives of Government of Maharashtra	5.57	5.57	5.57
TOTAL	383.58	458.83	459.64

ANNEXURE-I

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM PROVISIONS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-10-2015	31-10-2015
Provisions :			
For Employee Benefits	21.12	21.62	16.43
For Direct Taxes			
Tax Collected At Source	0.08	0.28	0.24
Tax Deducted At Source	1.67	5.86	4.64
Provision For Income Tax	69.67	69.67	55.89
For Indirect Taxes			
Central Sales Tax (CST)	(1.20)	19.60	4.83
Excise	0.00	0.00	0.00
Service Tax	0.00	0.00	0.00
Profession Tax	0.36	0.26	0.02
For Provident Fund	2.58	2.63	0.00
For Expenses	33.35	21.93	13.33
TOTAL	127.64	141.84	95.37

ANNEXURE-J

RESTATED CONSOLIDATED STATEMENT OF FIXED ASSETS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-10-2015	31-10-2015
Tangible Assets			
Freehold Land			
Land - 1	26.83	26.83	26.83
Land - 2	122.65	122.65	122.65
WPPL Land	1.62	1.62	1.62
Buildings			
Factory Premises - 1	59.27	60.55	64.65
Factory Premises - 2	308.88	313.68	314.01
WPPL Building	7.13	5.03	2.87
Training Centre	0.00	0.00	10.74
Guest House	46.54	47.43	50.28
Plant & Machinery	1722.55	1709.80	2186.51

Particulars	As At		
	31-10-2015	31-10-2015	31-10-2015
WPPL Plant & Machinery	298.25	277.79	330.42
Electrical Installations -1	16.12	18.32	26.25
WPPL Electrical Installations	1.59	1.96	2.88
Furniture and Fittings	46.30	54.83	11.82
WPPL Furniture & Fixtures	0.25	0.31	0.91
Vehicles - Others	21.95	29.66	44.46
WPPL Vehicle	3.45	4.22	0.00
Office Equipments	3.23	3.84	9.23
WPPL Equipments	19.51	19.49	24.27
Computers	3.00	4.78	3.89
WPPL Computers	0.00	0.00	0.06
Tools & Fixtures	15.74	0.00	0.00
Intangible Assets	2724.85	2702.80	3234.34
Trade Mark	0.03	0.04	0.05
WPPL Software	0.91	1.07	0.91
	0.94	1.11	0.96
Capital Work-in-Progress	0.70	0.00	6.27
	0.70	0.00	6.27
Grand Total	2726.48	2703.90	3241.57

ANNEXURE-K

RESTATED CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

(Rs in Lakhs)

Particulars	As At					
	Share Units Nos	31-10-2015	Share Units Nos	31-03-2015	Share Units Nos	31-03-2014
Non-Current Investment						
(Other Than Trade, at Cost)						
Investment in equity, Unquoted						
Shares of Co-Operative Bank						
Cosmos Co-operative Bank Ltd.	8,000	8.00	8,000	8.00	8,000	8.00
Shamrao Vitthal Co-operative Bank Ltd	100	0.10	100	0.10	100	0.10
Total	8,100	8.10	8,100	8.10	8,100	8.10

ANNEXURE-L

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Unsecured, Considered Good Unless Otherwise Stated			
Security Deposits	20.61	16.20	16.34

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
<u>Loans and advances to Related Parties</u>			
Kranti Communications	0.00	0.00	0.50
<u>Other Loans and Advances</u>			
Balance with Income Tax Authorities	85.11	78.26	63.63
Advance Against Lease	84.07	84.07	0.00
TOTAL	189.79	178.53	80.47

None of the long term loans and advances as stated above are recoverable from Directors/ Promoters/ Promoter group / Relatives of Directors.

ANNEXURE – M

RESTATED CONSOLIDATED STATEMENT OF OTHER NON CURRENT ASSETS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Capital Subsidy Receivable	9.14	9.14	9.14
Recurring Deposit with maturity of more than 12 months	0.00	0.00	3.08
TOTAL	9.14	9.14	12.21

ANNEXURE-N

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Outstanding for a period exceeding six months from the due date of Payment (Unsecured and considered Good)			
From Directors/ Promoters/ Promoter group / Relatives of Directors	-	-	-
Others	-	-	-
Outstanding for a period not exceeding six months from the due date of Payment (Unsecured and considered Good)			
From Directors/ Promoters/ Promoter group / Relatives of Directors	-	-	-
Others	456.30	868.45	450.11
TOTAL	456.30	868.45	450.11

ANNEXURE-O

RESTATED CONSOLIDATED STATEMENT OF CASH & BANK BALANCES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Cash and Cash Equivalents			
a. Balances with Banks			
- In Current Accounts	0.50	5.33	2.60
- Fixed Deposits with Original Maturity less than 3 Months	0.00	25.00	81.00
- Recurring Deposits with Maturity of less than 3 Months	0.00	0.00	25.86
b. Cash on Hand	1.62	1.07	1.32
TOTAL	2.11	31.40	110.77

ANNEXURE-P

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Unsecured, Considered Good Unless Otherwise Stated			
Capital Advances	0.00	5.00	2.20
Other (Secured and Considered Good)			
Balances with Revenue Authorities	76.76	82.06	78.16
Advances to Suppliers	0.00	0.00	0.65
Advances to Employee's	0.62	0.31	0.52
TOTAL	77.38	87.37	81.53
Of Above, Advances Recoverable From			
Related Parties	-	-	-
Directors & Relatives	-	-	-
Total	-	-	-

ANNEXURE-Q

RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT ASSETS

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
Prepaid Expenses	38.49	36.67	3.34
TOTAL	38.49	36.67	3.34

ANNEXURE -R

RESTATED CONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS

STATEMENT OF REVENUE FROM SALE OF PRODUCTS

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Net Sale of Manufactured & Processed Goods			
Sales of Goods and Labour Charges	1362.37	3186.46	3257.86
Less : Excise Duty	177.26	406.10	416.50
Labour Charges	453.63	650.67	484.98
Total	1638.74	3431.03	3326.33
<u>STATEMENT OF REVENUE FROM SALE OF SERVICES AND OTHER OPERATING INCOME</u>			
(Rs. in Lakhs)			
Particulars	For the period ended		
	31-10-2015	30-03-2015	31-03-2014

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Other Operating Income			
Scrap Sales	101.22	180.83	141.21
Cash Discount & Trade Discount Received	14.70	38.32	53.08
Transport Charges Recovered	0.57	3.81	8.14
MVAT Refund	0.00	0.00	4.40
Total	116.49	222.97	206.83

STATEMENT OF OTHER INCOME

(Rs. in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Recurring Income:			
Interest Income	7.15	6.91	26.15
Foreign Exchange Rate Difference	0.02	0.24	-0.22
Dividend Income	0.81	0.97	0.96
Non-Recurring Income:			
Profit on Sale of Fixed Assets	9.45	63.65	0.00
Excise Duty Credit	0.00	28.87	0.00
Accounts Written Back	0.00	0.00	1.14
Total	17.43	100.63	28.03

ANNEXURE –S

RESTATED CONSOLIDATED STATEMENT OF COST OF RAW MATERIALS & COMPONENTS CONSUMED

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Opening Stock	136.38	105.24	73.16
Add : Purchases (Net)	688.34	1633.95	1633.66
Consumables	241.63	315.60	361.87
Less : Closing Stock	246.57	136.38	105.24
Raw Materials & Components Consumed	819.78	1918.41	1963.46

ANNEXURE –T

RESTATED CONSOLIDATED STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
a. Stock-In-Trade (At Commencement)			
Work-In-Progress	68.92	58.79	3.04
Total (a)	68.92	58.79	3.04
b. Stock-In-Trade (At Closing)			

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Work-In-Progress	91.68	68.92	58.79
Total (b)	91.68	68.92	58.79
Total (a-b)	(22.76)	(10.13)	(55.75)

ANNEXURE –U

RESTATED CONSOLIDATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Salary, Wages and Bonus (including directors' remuneration)	250.43	364.71	276.25
Gratuity Paid	0.00	1.27	3.17
Contribution to Provident Fund, ESIC & Gratuity Fund Provision	9.91	15.72	11.01
Staff Welfare Expenses	1.50	2.07	2.13
Total	261.84	383.77	292.56

ANNEXURE –V

RESTATED CONSOLIDATED STATEMENT OF OTHER EXPENSES

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
a. Manufacturing & Operating Cost			
Power & Fuel	124.07	198.07	162.23
Repairs and Maintenance to Machinery	68.68	168.25	128.64
Labour Charges	56.18	88.63	114.55
Other Manufacturing Expenses - Packing Material	21.47	37.77	30.05
Lease Rental	58.25	23.63	0.00
Freight & Octroi	2.59	6.83	5.39
Total (a)	331.23	523.19	440.86
b. Sales & Distribution Expenses			
Sales Promotion Expenses	0.88	0.80	1.24
Advertisement	0.00	0.00	0.18
Total (b)	0.88	0.80	1.42
c. General & Administration Expenses			
Office Expenses	7.44	12.45	10.23
Conveyance and Travelling	5.65	11.62	10.20
Fixed Assets Written Off	0.00	11.15	0.00
Legal Expenses	10.38	9.16	0.48
Legal and Professional Fees	5.73	7.99	4.15
Security Charges	5.24	7.17	8.18
Repairs and Maintenance - Other than Machinery	6.08	7.12	4.76
Insurance	2.97	7.06	6.78
Carriage Outward	1.37	4.78	3.86

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Water Tanker Charges	2.58	4.29	2.24
House Keeping Expenses	6.65	3.91	0.00
Printing and Stationary	2.32	3.34	2.65
Postage, Telephone and Courier	2.17	3.34	1.87
Audit Fees	0.50	2.36	3.61
Sundry Balances Written Off	0.00	2.27	0.00
Rates and Taxes	1.31	1.99	2.34
Guest House Expenses	0.43	0.58	1.29
M Vat and Excise Duty Paid	0.00	0.33	0.00
Interest/Penalties paid on Govt. Dues	0.88	0.12	0.47
Subscription & contribution	0.62	0.11	0.52
Profession Tax	0.05	0.05	0.05
Round Off	0.00	0.00	0.00
Income Tax Paid	0.00	0.00	0.04
Total (c)	62.37	101.21	63.71
Total (a+b+c)	394.48	625.20	505.99

ANNEXURE –W

RESTATED CONSOLIDATED STATEMENT OF FINANCE COSTS

(Rs in Lakhs)

Particulars	For the period ended		
	31-10-2015	31-03-2015	31-03-2014
Interest on Secured Loans			
Interest on Term Loans	87.13	191.14	179.29
Interest on Cash Credit, Buyers Credit and Bill Discounting	21.40	44.95	63.15
Interest on Unsecured Loans			
Interest on Deposits	43.70	81.07	105.56
Other Financial Charges			
Bank and Other Charges	1.63	36.73	10.68
Total	153.86	353.89	358.68

ANNEXURE-X

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(Rs in Lakhs)

Particulars	As At		
	31-10-2015	31-03-2015	31-03-2014
TDS Demand Raised by Income Tax Department (refer working note 1)	1.33	0.00	0.00
Total	1.33	0.00	0.00

Working Note 1.

Particulars	Name of Statute	Nature of dues & dispute	Amount under dispute (Rs. In Lacs)	Demand Raised (Rs.in Lacs)	Date of Demand (Rs.)	Financial Year to which amount relates	Forum at which Dispute Pending
Income Tax Matters under dispute & under adjudication	Income Tax	TDS Defaults	1.33	1.33	Not Ascertainable	2012-2013, 2011-2012 & Prior Years	Income Tax CPC Department

ANNEXURE-Y

RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTION

a)	Names of the related parties with whom transactions were carried out during the years and description of relationship:	
1	Mr. Sachin Subhash Vora	Managing Director
2	Mr. Sumit Subhash Vora	Whole Time Director
3	Mrs. Indubala Subhash Vora	Whole Time Director
4	Mr. Subhash Kundanmal Vora	Director*
5	Mrs. Sapna Sunil Gadiya	Relative of Director
6	Mr. Vijay Kundanmal Vora	Relative of Director
7	Mrs. Basanti Kundanmal Vora	Relative of Director
8	Mrs. Kavita Jain	Relative of Director
9	Mrs. Lushita Vora	Relative of Director
10	Mrs. Sarika Vora	Relative of Director
11	Mrs. Chandanbala Oswal	Relative of Director
12	Mrs. Rekha Lodha	Relative of Director
13	Ms. Preksha Vora - Minor	Relative of Director
14	Mrs. Sangita Mehta	Relative of Director
15	Ms. Grisha S Vora	Relative of Director
16	Mr. Jiyaan Vora	Relative of Director
17	Ms. Hazel Vora	Relative of Director
18	Mr. Tejraj C Rathod	Relative of Director
19	Kranti Communication	Companies / Entities owned / significantly influenced by relatives of directors
20	Wonder Precision Private Limited	Subsidiary Company
21	Vijay Kundamal Vora HUF	Companies / Entities owned / significantly influenced by relatives of directors
22	Sachin Subhash Vora HUF	Companies / Entities owned / significantly influenced by directors
23	Sumit Subhash Vora HUF	Companies / Entities owned / significantly influenced by directors
*Ceased to be Director w.e.f 25th June 2011		
Note: Below mentioned transactions includes transactions with parties who were related to the Company for respective years.		

1. Transactions with Companies / Entities owned / significantly influenced by directors & their relatives				
Sr. No	Nature of Transactions	As At		
		31-10-15	31-03-15	31-03-14
(Rs. In Lakhs)				
A	Transaction During the Year			
	Purchase of Material / Job work Expenses			
	Wonder Precision Private Limited	23.23	66.96	116.46
	Loans and Advances Given			
	Wonder Precision Private Limited	50.00	40.00	20.00
2. Companies / Entities owned / significantly influenced by directors / relatives of directors				
Sr. No	Nature of Transactions	As At		
		31-10-15	31-03-15	31-03-14
(Rs. In Lakhs)				
A	Transaction During the Year			
	Loans and Advances received			
	Vijay Kundamal Vora HUF	0.00	0.00	0.50
	Sachin Subhash Vora HUF	1.24	6.50	4.75
	Sumit Subhash Vora HUF	1.39	5.85	4.50
	Loans and Advances repaid			
	Vijay Kundamal Vora HUF	0.00	0.00	14.23
	Sachin Subhash Vora HUF	0.50	49.99	0.00
	Sumit Subhash Vora HUF	0.25	49.99	0.00
	Interest Paid			
	Vijay Kundamal Vora HUF	0.00	0.00	0.43
	Sachin Subhash Vora HUF	0.23	5.61	5.90
	Sumit Subhash Vora HUF	0.09	5.37	5.69
	Rent Paid			
	Kranti Communication	0.00	0.00	0.00
3. Transactions with key management personnel				
Sr. No	Nature of Transactions	As At		
		31-10-15	31-03-15	31-03-14
(Rs. In Lakhs)				
1	Loans and Advances received			
	Mrs. Indubala S Vora	1.66	0.50	0.00
	Mr. Sachin Vora	2.17	12.01	12.90
	Mr. Sumit Vora	7.60	20.12	14.50
2	Loans and Advances repaid			
	Mrs. Indubala S Vora	0.00	36.66	0.00
	Mr. Sachin Vora	1.04	5.50	14.00
	Mr. Sumit Vora	4.58	10.00	0.00
3	Directors' Remuneration, Bonus & Incentive			

	Mr. Sachin Vora	12.03	21.91	21.78
	Mr. Subhash Vora	0.00	0.00	0.00
	Mr. Sumit Vora	12.03	21.91	21.78
4	Interest Paid			
	Mrs.Indubala S Vora	6.99	19.83	25.07
	Mr. Sachin Vora	5.04	11.19	15.11
	Mr. Sumit Vora	2.35	4.15	4.94
4. Transaction with Relative of KMP				
Sr. No	Nature of Transactions	As At		
		31-10-15	31-03-15	31-03-14
(Rs. In Lakhs)				
A	Transaction During the Year			
	Loans and Advances received			
	Mr. Aman Jain	0.00	0.25	0.00
	Mrs. Basanti K Vora	2.50	1.80	4.50
	Ms. Grisha Sumit Vora	0.00	0.57	0.89
	Ms. Hazel Vora	0.00	0.16	0.00
	Mr. Jiyan Vora	0.00	0.08	0.00
	Mrs. Kavita Jain	1.80	4.25	2.85
	Mrs. Lata Vijay Vora	10.50	45.50	0.00
	Mrs. Lushita Vora	3.76	5.85	6.30
	Mr. Paresh Mehta	0.00	0.00	1.15
	Mrs. Pistaben Jain	0.00	0.00	10.00
	Mrs. Preksha Vora	0.00	0.55	0.95
	Mrs. Rekha Lodha	0.00	3.75	0.00
	Mrs. Rekha K Oswal	1.70	0.00	0.00
	Mrs. Sangita Mehta	0.00	33.20	0.00
	Mrs. Sapana Gadiya	1.00	0.50	2.80
	Mrs. Sarika Vora	3.00	7.00	6.25
	Mr. Tejraj C Rathod	0.00	0.00	7.00
	Mr. Vijay K Vora	0.00	0.75	0.00
	Loans and Advances repaid			
	Mr. Akshay Vora	3.50	0.00	0.00
	Mr. Aman Jain	0.00	0.25	0.00
	Mrs. Chandanbala Oswal	0.00	2.00	0.00
	Mrs. Grisha Sumit Vora	0.00	5.21	0.00
	Mr. Jiyan Vora	0.00	0.41	0.00
	Ms. Hazel Vora	0.00	0.41	0.00
	Mrs. Kavita Jain	0.00	17.94	0.00
	Mr. Kunal Vora	0.00	5.23	0.00
	Mrs. Lata Vijay Vora	0.00	45.50	20.00
	Mrs. Lushita Vora	0.00	19.51	0.00
	Mr. Paresh Mehta	0.00	0.40	0.00
	Mrs.Preksha Vora	0.00	5.60	0.00

	Mrs.Rekha Lodha	0.00	17.40	0.00
	Mrs.Sangita Mehta	0.00	49.00	0.00
	Mrs. Sapana Gadiya	0.00	18.00	5.00
	Mrs. Sarika Vora	0.00	34.50	0.00
	Mr. Vijay K Vora	7.00	2.00	14.23
	Interest Paid			
	Mr. Akshay Vora	0.19	0.39	0.42
	Mr. Aman Jain	0.00	0.05	0.00
	Mrs. Basanti K Vora	1.10	2.43	2.94
	Mrs. Chandanbala Oswal	0.00	0.04	0.00
	Mrs. Grisha Sumit Vora	0.00	0.55	0.52
	Mr. Hastimal Mehta	0.00	2.02	0.00
	Ms. Hazel Vora	0.00	0.04	0.00
	Mr. Jiyan Vora	0.00	0.04	0.00
	Mrs. Kavita Jain	0.23	2.19	2.09
	Mr. Kunal Vora	0.00	0.24	0.63
	Mrs. Lata Vijay Vora	1.06	2.29	3.60
	Mrs. Lushita Vora	0.61	2.84	2.41
	Mr. Paresh Mehta	0.37	0.81	0.87
	Mrs. Pistaben Jain	0.97	1.93	1.06
	Mrs. Preksha Vora	0.00	0.59	0.57
	Mr. Ramesh Oswal	0.31	0.00	0.00
	Mrs. Rekha Lodha	0.00	2.27	0.00
	Mrs. Sangita Mehta	1.05	3.64	0.00
	Mrs. Sapana Gadiya	0.14	1.89	2.98
	Mrs. Sarika Vora	0.82	4.86	4.55
	Mr. Tejraj C Rathod	0.90	1.80	1.58
	Mr. Vijay K Vora	0.83	1.70	2.04
	Salary Paid			
	Mrs. Lushita Vora	0.00	5.14	0.00

STATEMENT OF FINANCIAL INDEBTEDNESS

TO WHOM SO EVER IT MAY CONCERN

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the mentioned Companies, **Kranti Industries Limited & its Subsidiary Wonder Precision Private Limited** (and further explanations and information provided by the management of these Companies, 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 data as at 15th December 2015 are mentioned below.

A. Secured Loan from Banks

(Rs. In lakhs)

Name of Lender	Purpose	Sanction Amount	Rate of interest [#]	Securities Offered	Re-payment	Moratorium Period	Outstanding amount as per books of accounts
Secured Loans of Kranti Industries Limited							
HDFC Bank Ltd	Cash Credit - Working Capital	400.00	Base Rate + 2.00% i.e. Effective Rate 11.35%	Primary Security: Hypothecation by way of first and exclusive charge on all stocks, book debts, Machinery & Furniture for Unit II & Plant and Machinery out of respective Term Loans.	On Demand	Nil	276.20
HDFC Bank Ltd	Bill Discounting - Working Capital	200.00	Base Rate + 1.00% i.e. Effective Rate 10.35%		On Demand	Nil	88.86
HDFC Bank Ltd	Term Loan I - Working Capital	240.00	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 45 monthly installments of Rs. 6.59 Lakhs per month.	Nil	180.43
HDFC Bank Ltd	Term Loan II - Working Capital	200.00	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 47 monthly installments of Rs. 5.31 Lakhs per month.	Nil	152.93
HDFC Bank Ltd	Term Loan III - Working Capital	250.00	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 46 monthly installments of Rs. 6.75 Lakhs per month.	Nil	189.59
HDFC Bank Ltd	Term Loan IV - Working Capital	350.00	Base Rate + 1.50% i.e. Effective Rate 10.85%	Primary Security:	Repayable in 65 monthly installments of Rs. 7.26 Lakhs per month.	Nil	295.47
HDFC Bank Ltd	Term Loan V - Working Capital	148.75 Disbursed 140.00	Base Rate + 1.50% i.e. Effective Rate 10.85%	Hypothecation by way of first and exclusive charge on all stocks, book debts,	Repayable in 72 monthly installments of Rs. 2.70 Lakhs per month	Nil	120.98

Name of Lender	Purpose	Sanction Amount	Rate of interest [#]	Securities Offered	Re-payment	Moratorium Period	Outstanding amount as per books of accounts
HDFC Bank Ltd	Term Loan VI - Working Capital	127.13	Base Rate + 1.50% i.e. Effective Rate 10.85%	Machinery & Furniture for Unit II & Plant and Machinery out of respective Term Loans.	Repayable in 72 monthly installments of Rs. 2.45 Lakhs per month	Nil	111.24
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VI) - Working Capital	(127.13)	As Per TAG		Repayable in 36 Months	Nil	-
HDFC Bank Ltd	Letter of Credit - Working Capital	115.00	1.50%		Repayable in 12 Months	Nil	-
HDFC Bank Ltd	Term Loan VII - Term Loan for Capex	196.00 Disbursed 145.55	Base Rate + 1.50% i.e. Effective Rate 10.85%		Repayable in 60 monthly installments of Rs. 3.18 Lakhs per month	Nil	138.03
HDFC Bank Ltd	Buyers Credit (Sublimit of TL VII) - For Capex	(196)	As Per TAG		Repayable in 36 Months	Nil	-
HDFC Bank Ltd	Letter of Credit (Sublimit of TL VII) - For Capex	(196)	1.50%		Repayable in 12 Months	Nil	-
HDFC Bank Ltd	PSR Limit (Sublimit of CC) - Working Capital	(32)	As Per TAG		Repayable in 12 Months	Nil	-
Secured Loans of Wonder Precision Private Limited							
Corporation Bank Ltd	Cash Credit - Working Capital	67.00	Base Rate + 4.60% i.e. Effective Rate 14.60%	Primary Security: Hypothecation by way of first and exclusive charge on	On Demand	Nil	40.82

Name of Lender	Purpose	Sanction Amount	Rate of interest [#]	Securities Offered	Re-payment		Moratorium Period	Outstanding amount as per books of accounts
				present and future stock, book debts of the Company.				
Corporation Bank Ltd	Term Loan - For Capex	143.82	Base Rate + 5.00% i.e. Effective Rate 15.00%	Primary Security: Hypothecation by way of first and exclusive charge on entire movable assets excluding vehicles (existing & future) of the Company.	Period	Amt	Nil	30.00
					01/4/11 to 31/08/13	1.90		
					01/09/13 to 31/10/13	2.87		
					01/11/13 to 31/12/13	3.83		
					01/01/14 to 31/03/14	4.80		
					30/04/14	5.71		
					01/05/14 to 31/10/14	9.63		
					01/11/14 to 29/02/2016	13.21		
					31/03/2016	13.22		

*Current Base Rate of HDFC Bank is 9.35% w.e.f 01st September 2015.

*Current Base Rate of Corporation Bank is 10.00% w.e.f 01st June 2015.

Collateral Security:

1. Kranti Industries Limited

- Factory Land & Building at Unit No III, Gat NO 267/B1, Old Gat No 146 B, Opposite Nisarg Dabba, Village - Pirangut, Taluka - Mulshi, District - Pune.
- Factory Land & Building at Gat NO 267/B/1, Plot No 7 & 8, Village - Pirangut, Taluka - Mulshi, District - Pune.

2. Wonder Precision Private Limited

- Leasehold Factory Land and Building at Plot No J-63, "S" Block, Bhosari, Taluka – Haveli, Pune (Common Security).
- Entire movable assets of the Company excluding Vehicles (Existing and Future).

Personal Guarantee:

1. Kranti Industries Limited

- a. Personal Guarantee's of all Directors, 100% Shareholders and Collateral Security Owners.

2. Wonder Precision Private Limited

- a. Personal Guarantee of 100% Shareholders that includes Holder Company Kranti Industries Limited, Mr. Sachin Subhash Vora, Mr. Sumit Subhash Vora and Mrs. Indubala Subhash Vora.

Unsecured Loans

(Rs. In lakhs)

(Rs. in lakhs)				
Name of Lender	Purpose	Rate Of Interest (%)	Re-payment	Outstanding amount (Rs.)
Unsecured Loans of Kranti Industries Limited				
Indubala S. Vora	Business Loan	12%	There is No Fixed Repayment Schedule of All Unsecured Loans of the Company and are payable On Demand.	145.00
Sachin Vora	Business Loan	12%		127.00
Sumeet Vora	Business Loan	12%		63.00
Basanti Vora	Business Loan	12%		29.00
Lata V. Vora	Business Loan	12%		25.00
Sangita Mehta	Business Loan	12%		19.00
Kailash Dhawale	Business Loan	12%		19.00
Pistaben Madanraj Jain	Business Loan	12%		17.50
Sarika Vora	Business Loan	12%		16.00
Sheela Dhawale	Business Loan	12%		13.30
Lushita Vora	Business Loan	12%		13.00
Tejraj Rathod	Business Loan	12%		12.00
Vijay Vora	Business Loan	12%		8.75
Rekha Lodha	Business Loan	12%		6.75
Kavita Jain	Business Loan	12%		5.75
Sachin Vora HUF	Business Loan	12%		4.75
Ruchira Dharmadhikari	Business Loan	12%		4.00
Sapna Gadiya	Business Loan	12%		3.50
Sumeet Vora HUF	Business Loan	12%		2.55
Aman Jain	Business Loan	12%		0.40
Unsecured Loans of Wonder Precision Private Limited				
Kranti Industries Limited	Business Loan	12%		150.00
Indubala Subhash Vora	Business Loan	12%		146.00
Sachin S Vora	Business Loan	12%		12.00

A. Restrictive Covenants of Kranti Industries Limited:

1. Term Loan Covenants:

- a. Banks disbursement for each Tranche to be made (After The Promoter Funding for that Tranche has been done in Proportion to the Resp. Contribution Approved) directly to the Project Vendor on the written request of the Borrower, Receipt of the Supporting Invoices / Bills.
- b. The Company has to provide Project Cost Estimates with a Schedule Detailing the Promoter & Bank's Funding for each of the aspects of the Project cost.

- c. Undertaking from the Customer that any Increase in the Project Cost on account of any item not listed in the Project Details submitted for evaluation or on.
- d. Account of Cost Overrun/Time Overrun will be funded by the Company.
- e. Undertaking from the Promoters confirming that any Shortfall in Internal Accruals towards their Contribution to the Project and/or Repayment of Term Loan will be made.
- f. Good by matching contribution of Lt Funds from their Own Sources.
- g. Debt Equity Ratio should not Exceed 1x for the Project during the Currency of Bank Finance.
- h. Minimum Dscr of 1.50 xs to be maintained during the Currency of Bank Finance.
- i. Minimum Promoters contribution should not be less than 15.00% of the Expansion Project.

2. Special Covenants:

- a. Any Withdrawal of Capital would require Approval from HDFC Bank during the Currency of Limits.
- b. Prior Approval would be taken from HDFC Bank before availing Bank Funds from any Other Banks.
- c. RM to Ensure 100% churning in the Account should be Routed through HDFC Bank during the Currency Of Bank Finance.
- d. Post Normal LC Line Creation; FD backed LC Line will be Shifted On Regular Lines and FD will be Release as per Customer Request.
- e. The Limits are assessed basis FY 16 Sales of Rs. 5110 Lakhs with Min Pat of Rs. 150 Lakhs.

B. Restrictive Covenants of Wonder Precision Private Limited:

- a. The Company shall undertake to infuse adequate long term funds into the business to ensure that the current ratio at the minimum of 1.25:1 and TOL/TNW to the maximum of 4:1. If the Company does not infuse adequate funds before 31.03.2015 to satisfy all the banks benchmark ratios, bank shall charge penal interest of 1% on entire limits.
- b. The Company shall not divert working capital funds for payment of installments under term loans, meeting cost of acquisition of additional fixed assets, etc.
- c. The Company shall obtain NOC from the Bank for availing credit facilities from other Banks/FIs, further expansion of business, taking up new business activity or setting up/ investing in a subsidiary whether in the same business line or unrelated business.
- d. In case the borrower commits default in the payment of any of the facilities or in the repayment of interest thereon or any of the agreed installment of any loan/advance on the due date's, the bank and/or the RBI will have an unqualified right to disclose or publish the name of the firm and its directors as defaulters in such manner and through medium as the bank or RBI in their absolute discretion may deem fit.
- e. The Company shall not transfer / invest funds of the Company in whatsoever manner in any concern without obtaining the prior consent of the Bank.

- f. During the currency of Bank's Credit facilities, the company will not, without the Bank's prior permission in writing:
 - 1. Effect changes in the Company's capital structure.
 - 2. Formulate any scheme of amalgamation/reconstitution
 - 3. Enter into borrowing arrangement either secured or unsecured with other bank, financial institution, company, firm or persons.
 - 4. Undertake guarantee obligation on behalf of any other company, firm or persons.
 - 5. Create any further charge, lien or encumbrance over the assets and properties of the company, which are to be charged to our bank, in favor of any other bank, financial institutions, company, firm or persons
 - 6. Sell, assign, mortgage or otherwise dispose off any of the fixed asset charged to Bank.
- g. The company shall not invest any amount for acquisition of fixed assets without any long term arrangement and without maintaining a current ration of 1.25:1.
- h. The company shall deal exclusively with our bank and route all transactions through the account maintained with us.
- i. The loan is liable to be recalled if the account becomes overdue by not servicing of interest and or installments, miss application of funds, dispute amongst promoters, depletion of drawing power/security, frequent return of cheques and for any other reason bank is of the opinion that it is in the interest of recovery to recall the advance.
- j. The Company is prohibited from using the loan amount or any part thereof for any purpose other than for which it has been sanctioned and if the Bank apprehends or it has reasons to believe that the borrower has violated or is violating this condition, the Bank has a right to recall the loan amount or any part thereof at once not withstanding anything contrary to the above or any other agreement.

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 statements included in the Draft Prospectus. You should also read the section entitled “**Risk Factors**” beginning on page 17 and “**Forward Looking Statements**” beginning on page 16 of this Draft Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our restated summary statements as of and for the fiscal years ended March 31, 2011, 2012, 2013, 2014, 2015 and for the 7 months period ended October 31, 2015, including the schedules and notes thereto and the reports thereto, which appear in the section titled “**Financial Information of the Company**” on Page No. 160 of the Draft Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

Our Company was incorporated in the year 1995. Our Company is in the business of manufacturing and supplying of precision machined components. We are into machining activity since incorporation and cater primarily to the Automotive Component and Non-Automotive (off Highway) Industry. We manufacture various components varying from 100 MM to 1200 MM in size. We manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

Over the years our Company has diversified its product portfolio and presently caters to various sectors by developing components for construction, automobile, commercial vehicle, pneumatic tool, wind mill, medical industry, etc. We have a diversified client base and are committed to continuing to diversify our product offerings, customer base and geographical footprint, thereby minimizing our exposure to individual geographies, industry sectors, customers including John Deere India Pvt. Ltd, New Holland Fiat (I) Pvt. Ltd, Carraro India Pvt. Ltd, Neosym Industry Limited (Sanaswadi), Graziano Transmission India Pvt. Ltd – Noida & Sanand, Atlas Castalloy Ltd, Mahindra & Mahindra Ltd – Nagpur & Kandivali, Brembo Brakes India Pvt. Ltd and ATA Impex Pvt. Ltd etc.

We have two manufacturing units adjacent to each other located at Gat No. 267/B/1, Post Pirangut, Pune, Maharashtra having a total area of approximately 4,100 square meters and 2,730 square meters respectively. As a result of our quality assurance efforts over the years, our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia.

Prior to the incorporation of the Company, our founder promoter Late Mr. Subhash Kundanmal Vora was conducting the business through the erstwhile partnership firm namely M/s Kranti Industries (“**the Firm**”). In the year 2001 our Company became a partner of the M/s Kranti Industries. Subsequently in the financial year 2002-2003, upon retirement of all the partners of the firm (save and except our Company), our Company took over the running business of the firm including all the assets and liabilities of the Firm as on March 31, 2002 and the said Firm was dissolved with effect from April 1, 2002.

Our Company initially catered to the tractor industry in the automotive sector with major dependency on very few customers. Further, with a view to expand our business and undertake additional orders, our Company acquired majority stake in “**Wonder Precision Private Limited**” in the year 2013 and became our subsidiary. Our Subsidiary is engaged in the business of machining of precision machined components primarily for Automotive Industry and is located at Plot No. J-63, Bhosari, MIDC, Pune, Maharashtra.

For the 7 months period ended as on October 31, 2015, Total Income and Restated Profit/ Loss after Tax was of our Company is Rs. 1618.42 Lakhs and Rs. (48.71) Lakhs, respectively. For the year ended March 31, 2015, Total Income and

Restated Profit after Tax of our Company was Rs. 3544.00 Lakhs and Rs. 20.20 Lakhs respectively, compared to Total Income and Restated Profit after Tax of Rs. 3408.31 Lakhs and Rs. 41.38 Lakhs respectively, over previous year ended i.e. March 31, 2014.

Order Book

We have purchase orders and letter of intents, specifying the type of components, the quantity and the cost for each batch of orders placed, from our customers in our normal course of business operations. Also, we have entered into a long term customer agreement with one of our customers namely M/S New Holland (Fiat) India Pvt. Ltd. for supply of some of our products for a period of 3 years which is valid up to September 09, 2016.

We also offer our customers the opportunity to inspect our manufacturing facilities, processes, raw materials and logistical capabilities and based on that we receive the monthly schedules from them. Some of our customers under their respective orders, have the right to check and verify the manufacturing system and process laid down by us, for manufacturing the customer products under their respective orders, which may include inspection of the manufacturing facilities, review of the manufacturing processes and review of the raw materials.

The purchase orders are revised from time to time, on mutual terms and conditions, including price escalation on mutual terms for any increase in cost of raw material and transportation.

Based on aforesaid, our current Order Book as on December 01, 2015 is approximately Rs. 302.34 Lacs for the month prior to this Draft Prospectus.

Our Competitive Strengths

We believe we have the following competitive strengths:

❖ *Quality standards and ISO certified organisation*

Significant revenue of our company is derived from the automotive industry. We have adopted stringent manufacturing practices to ensure that our manufacturing processes and facilities are compliant with global standards and certified accordingly. Our manufacturing units have received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. Our Subsidiary Company has also received ISO 9001:2008 certification from Kiwa Cermet Italia and ISO/TS 16949:2009 from CERMET, Italia respectively. We believe that ensuring global standard products will attract domestic and international customers to our Company.

❖ *Experienced and professional management team*

We believe that our qualified and professional management team provides us a competitive advantage and enables us to function effectively and efficiently. Our Promoters, Mr. Sachin Subhash Vora and Mr. Sumit Subhash Vora have over a decade of experience in the machining industry. The Promoters are supported by our experienced and professional management team having extensive experience in finance, marketing, sales, product development, etc. Our management team brings focused abilities in product conceptualization to our business and we believe that their knowledge, global outlook and management ability would continue to contribute to our growth in future.

❖ *Stable customer base*

We cater to the machining requirements of reputed manufacturers and OEMs for end users in industries such as off-highway and automotive industries. Our five largest customers accounted for about 88% of our domestic total sales for period ended October 31, 2015. Our major customers include John Deere India P. Ltd. (Pune Works-Eou Unit), New Holland Fiat (I) Pvt. Ltd., Carraro India Pvt. Ltd., Neosym Industry Limited Sanaswadi, Meltwel Scrap Traders etc. We believe that the strength of our relationships with our customers is attributable to our consistent performance over long periods and the emphasis that we place on catering to our customer's needs, supplemented with our access to technology.

❖ **Wide product range and product segments**

Our Company manufacture various components varying from 100 MM to 1200 MM in size. Our Company manufacture customized products for reputed Original Equipment Manufacturers (OEMs) of diverse industries such as passenger cars, two wheelers, tractors, construction machineries, railways, light vehicles, off-highway, heavy trucks.

We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of our different customer segment.

❖ **Well Established Manufacturing Facility**

Our manufacturing facility is situated at Pirangut close to the one of the fast developing automotive hub near Pune consisting various Hi-Tech machineries and suitable infrastructure and quality control setup to handle the product portfolio. The manufacturing process provides us with the flexibility of manufacturing any part of our products at short notice and delivered within a short lead time. We have two units located in the same area just opposite to each other thereby increasing the flexibility and reducing the overheads and costs.

Our Business Strategy

➤ **Brand Image**

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

➤ **Strengthening relationship with existing customers and widen our customer base**

We look to further strengthen our relationship with our existing customers and meet their requirements. Whilst we continue to cater to our existing customers, we are emphasizing a lot on establishing new our relationship with prospective customers so that we can expand our customer base in other areas as well.

➤ **Reduction of Debt**

One of our Business Strategy is to reduce our debt burden and consequently high interest cost for improved and thereby having better operating results in the coming years. Our Company intends to utilize the Issue Proceeds towards the part repayment of term loans to the extent of Rs. 206.00 Lacs against the total outstanding balance of term loans of Rs. 1188.65 Lacs as on December 15, 2015 obtained from HDFC Bank Limited.

➤ **Effective Utilization of Funds and Resources**

The sustainability and profitability of our business lies in effective utilization of our resources. It involves lower rejection, prompt recovery, cost effective purchases, controlled inventory, preventive maintenance of machines and equipment and constant endeavor to improve process timings and thereby increasing the productivity.

➤ **Continue to expand and increase production capacity**

We intend to explore opportunities to expand our operations by developing new products and services within our existing lines of business. We expect that the increase in our product base will result in an increase in customer base and enable us target more customers and market segments.

➤ **Continue to improve operational efficiencies and cost competitiveness continuously**

We continue to adopt best practices and standards across our manufacturing facilities, drawing on our management's expertise and experience in plant management. We continue to increase efficiencies through comprehensive product planning resulting in increased utilization rates and reduction in cost of production.

➤ ***Continue to focus on Exports***

We have enhanced our capabilities to cater to the requirements of our customers, and leverage on our export business. We have recently received a purchase order of £ 40,000 from Unicov Limited (U.K). We intend to continue our focus on developing business in international markets.

➤ ***Focus on consistently meeting quality standards***

Presently, Our Company is certified from ISO 9001:2008 and ISO/TS 16949:2009 and we intend to focus on adhering to the quality standards of the products. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value.

Key factors affecting our results of Operation

1. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our exposure to risks associated with fluctuations in foreign exchange rates;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of the products of our customers or defects in our customers' products;
6. Realization of Contingent Liabilities, if any;
7. Any disruption in labour industry or strikes by our workforce may affect the production capability;
8. Increased competition in industries/sector in which we operate;
9. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
10. Changes in laws and regulations relating to the Sectors in which we operate;
11. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
12. Any adverse outcome in the legal proceedings in which we are involved;
13. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
14. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
15. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

Our Significant Accounting Policies:

Our significant accounting policies are described in the section entitled “***Financial Information of the Company***” on page no. 160 of the Draft Prospectus.

Change in accounting policies in previous 3 (three) years: Except as mentioned in chapter ***Financial Information of the Company***” on page no. 160 of this Draft Prospectus. There has been no change in accounting policies in last 3 (three) years and seven months ending 31st October 2015.

Summary of the Results of Operation: The following table sets forth select financial data from standalone restated profit and loss accounts for Financial Year ended on March 31, 2011, 2012, 2013, 2014, 2015 and for the Seven Months period ended 31st October 2015 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	For the Seven Months Period ended 31 October 2015	% of Total Income	31-3-2015	% of Total Income	31-3-2014	% of Total Income	31-3-2013	% of Total Revenue
INCOMES:								
- Revenue From Sale of Products	150,228,929	92.82%	322,075,098	90.88%	317,658,546	93.20%	285,600,561	93.28%
- Revenue From Sale of Services	0	0.00%	0	0.00%	0	0.00%	0	0.00%
- Other Operating Income	9,870,813	6.10%	22,279,919	6.29%	20,636,144	6.05%	17,523,666	5.72%
Net Revenue from operations	160,099,742	98.92%	344,355,017	97.17%	338,294,690	99.26%	303,124,226	99.01%
Other income	1,742,273	1.08%	10,045,451	2.83%	2,536,712	0.74%	3,036,014	0.99%
Total Revenue (A)	161,842,015	100.00%	354,400,468	100.00%	340,831,402	100.00%	306,160,241	100.00%
EXPENDITURES:								
Cost of Materials & Stores Consumed	80,207,603	49.56%	190,389,728	53.72%	194,938,960	57.20%	159,328,723	52.04%
Purchase of Stock-in-trade	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Changes in inventories of finished goods, WIP and Stock-in-Trade	(2,276,332)	(1.41%)	(1,012,804)	(0.29%)	(5,575,260)	(1.64%)	3,293,720	1.08%
Employee benefits expense	22,465,928	13.88%	33,209,454	9.37%	25,690,998	7.54%	21,575,223	7.05%
Other expenses		0.00%						
a. Manufacturing & Operating Cost	30,471,514	18.83%	51,672,373	14.58%	44,223,792	12.98%	34,489,985	11.27%
b. Sales & Distribution Expenses	87,731	0.05%	79,798	0.02%	142,048	0.04%	110,323	0.04%
c. General & Administration Expenses	5,248,640	3.24%	8,624,640	2.43%	5,173,868	1.52%	7,284,591	2.38%
Total Expenses (B)	136,205,084	84.16%	282,963,188	79.84%	264,594,405	77.63%	226,082,565	73.84%
Earnings Before Interest, Taxes, Depreciation & Amortization	25,636,931	15.84%	71,437,279	20.16%	76,236,997	22.37%	80,077,675	26.16%
Finance costs	12,881,373	7.96%	32,364,335	9.13%	32,289,580	9.47%	30,568,472	9.98%
Depreciation and amortization expenses	16,989,216	10.50%	36,138,215	10.20%	39,082,812	11.47%	42,264,655	13.80%
Profit before exceptional items, extraordinary items and tax (C=A-B)	(4,233,658)	(2.62%)	2,934,730	0.83%	4,864,606	1.43%	7,244,548	2.37%
Exceptional items (D)	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Profit before extraordinary items and tax (E=C-D)	(4,233,658)	(2.62%)	2,934,730	0.83%	4,864,606	1.43%	7,244,548	2.37%
Extraordinary items (F)	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Profit before tax (G=E-F)	(4,233,658)	(2.62%)	2,934,730	0.83%	4,864,606	1.43%	7,244,548	2.37%
Provision for Tax								

Particulars	For the Seven Months Period ended 31 October 2015	% of Total Income	31-3-2015	% of Total Income	31-3-2014	% of Total Income	31-3-2013	% of Total Revenue
- Current Tax	0	0.00%	1,378,000	0.39%	2,148,000	0.63%	1,079,874	0.35%
- Deferred Tax Liability / (Asset)	637,289	0.39%	(463,709)	(0.13%)	(1,421,426)	(0.42%)	(135,464)	(0.04%)
- MAT Credit Entitlement	0	0.00%	0	0.00%	0	0.00%	2,963,701	0.97%
Tax Expense For The Year (H)	637,289	0.39%	914,291	0.26%	726,574	0.21%	3,908,110	1.28%
Net Profit as restated	(4,870,947)	(3.01%)	2,020,439	0.57%	4,138,032	1.21%	3,336,438	1.09%

Key Components of Our Profit And Loss Statement

Revenue from operations: Revenue from operations mainly consists of sale of materials and job work items

Other Operating Income: Other Operating Income primarily comprises Scrap Sales, Cash Discount and Transport charges recovered.

Other Income: Other income primarily comprises Interest Income, Profit on Sale of Fixed Assets and dividend Income etc.

Expenses: Our expenses majorly consist of cost of material consumed, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Employee benefits expense: Employee benefit expense includes salaries and wages, staff welfare expenses, bonus, Directors remuneration and Contribution to Provident Fund and Gratuity.

Finance Costs: Finance cost comprises Interest on Indebtedness, bank and other Finance charges.

Depreciation and amortization expense: We recognize depreciation and amortization expense on a Written down value method as per the provisions set forth in the Companies Act 2013 from 1st April 2014 and rates set forth in Companies Act, 1956 for prior period to 1st April 2014.

Other expenses: Other expenses consist of Manufacturing and Operating Costs, Sales & Distribution expenses and Other Administrative Expenses.

Manufacturing & Operating Costs: Manufacturing & Operating Costs Primarily consists of various expenses like power and fuel, repairs and maintenance, Subcontracting Labour charges, Packing Expenses, Lease Rentals of Plant & machinery and Freight & Octroi expenses.

Sales & Distribution Expenses: Sales & Distribution Expenses primarily consists of Sales Promotion Expense and Advertisement Expenses.

Other Administrative Expenses: Other Administrative Expenses primarily consists of Office Expenses, Legal & Professional Fees, Conveyance & Travelling, Insurance, Repairs & maintenance (other than machinery), Security & Housekeeping Charges, Water Charges, Communication Expenses, Printing & Stationery, etc.

Financial Performance for the Seven Months Period ended 31st October 2015:

Total Revenue is Rs. 16,18,42,015. Total Expenses is Rs. 13,62,05,084. Finance Costs and Depreciation & Amortization costs are Rs. 1,28,81,373 and Rs. 1,69,89,216 respectively resulting in Loss Before Tax of Rs. 42,33,658. Since, the results are for Seven Months, Comparison with previous fiscal would not reflect actual performance of the Company, Comparison has not been provided.

Comparison of the Financial Performance of Fiscal 2015 with Fiscal 2014

Revenue from Operations: During the F.Y. 2015 the net revenue from operation of the Company increased to Rs. 34,43,55,017 as against previous financial year Rs. 33,82,94,690 an increase of 2%. This increase was mainly due to increase in revenue from sale of the products by 1% which increased to Rs. 32,20,75,098 from Rs. 31,76,58,546 for the years 2015 and 2014 respectively and from other operating income by 8% which increased to Rs. 2,22,79,919 from Rs. 2,06,36,144 for the years 2015 and 2014 respectively.

Total Revenue: Total Revenue for the F.Y. 2015 stood at Rs. 35,44,00,468 where as in F.Y. 2014 the same was Rs. 34,08,31,402 i.e. increases of 4%..

Total Expenses: Total expenditure for the F.Y. 2015 increased to Rs. 28,29,63,188 from Rs. 26,45,94,405 compared to the previous financial year, increasing by 7%. This was mainly due to increase in manufacturing and operating costs and employee benefits.

Costs of Materials & Stores Consumed: Costs of Materials & Stores Consumed decreased to Rs. 19,03,89,728 from Rs. 19,49,38,960 compared to the previous financial year, decreasing by 2%. This was mainly due to decrease in Purchase costs of the raw materials and consumables.

Manufacturing & Operating Costs: Manufacturing & Operating Costs increased to Rs. 5,16,72,373 from Rs. 4,42,23,792 compared to the previous financial year, increasing by 17%. This was mainly due to Repairs & Maintenance, Power & Fuel & Lease Rental Expenses.

Employee benefits expense: Employee benefits expense increased to Rs. 3,32,09,454 from Rs. 2,56,90,998 in the year F.Y 2015 from its previous year, i.e. an increase of 29%. This was also due to increase in business activities of the Company.

Finance costs: Finance costs increased to Rs. 3,23,64,355 in F.Y 2015 as compared to F.Y 2014 in which it was Rs. 3,22,89,580 staying almost constant. Also in the Financial Year 2015 Company changed its banker from Cosmos Co-operative bank to HDFC Bank. Finance Costs include processing fees, prepayment charges of HDFC Bank and Cosmos Bank respectively.

Depreciation and amortization expense: Depreciation and amortization expense decreased from Rs. 3,90,82,812 in F.Y. 2014 to Rs. 3,61,38,215 in F.Y. 2015. i.e. a decrease of 8%

General & Administration Expenses: General & Administration expenses for the F.Y 2015 stood at Rs. 86,24,640; whereas it was Rs. 51,73,868 in previous financial year i.e. as increase of 67%. This was mainly due to Increase in Legal Expenses & Fixed Assets written off as per Companies Act, 2013.

Net Profit before tax: Net Profit before tax for the F.Y 2015 decreased from Rs. 48,64,606 in F.Y. 2014 to Rs. 29,34,730 in F.Y. 2015. The decrease in profit before tax was 40% due to increase in expenses.

Restated profit after tax: The Restated profit after tax for the F.Y 2015 decreased from Rs. 41,38,032 in F.Y. 2014 to Rs. 20,20,439 in F.Y. 2015 representing decrease of 51%

Comparison of the Financial Performance of Fiscal 2014 with Fiscal 2013

Revenue from Operations: During the F.Y. 2014 the net revenue from operation of the Company increased to Rs. 33,82,94,690 as against previous financial year Rs. 30,31,24,226 an increase of 12%. This increase was mainly due to increase in revenue from sale of the products by 11% which increased to Rs. 31,76,58,546 from Rs. 28,56,00,561 for the years 2014 and 2013 respectively and from other operating income by 18% which increased to Rs. 2,06,36,144 from Rs. 1,75,23,666 for the years 2014 and 2013 respectively.

Total Revenue: Total Revenue for the F.Y. 2014 stood at Rs. 34,08,31,402 where as in F.Y. 2013 the same was Rs. 30,61,60,241 i.e. increases of 11%.

Total Expenses: Total expenditure for the F.Y. 2014 increased to Rs. 26,45,94,405 from Rs. 22,60,82,565 compared to the previous financial year, increasing by 17%. This was mainly due to increase in Costs of Materials & Stores Consumed, manufacturing and operating costs and employee benefits.

Costs of Materials & Stores Consumed: Costs of Materials & Stores Consumed increased to Rs. 19,49,38,960 from Rs. 15,93,28,723 compared to the previous financial year, increasing by 22%. This was mainly due to increase in Purchase costs of the raw materials and consumables.

Manufacturing & Operating Costs: Manufacturing & Operating Costs increased to Rs. 4,42,23,792 from Rs. 3,44,89,985 compared to the previous financial year, increasing by 28%. This was mainly due to Repairs & Maintenance and Labour Charges.

Employee benefits expense: Employee benefits expense increased to Rs. 2,56,90,998 from Rs. 2,15,75,223 in the year F.Y. 2014 from its previous year, i.e. an increase of 19%. This was also due to increase in business activities of the Company.

Finance costs: Finance costs increased to Rs. 3,22,89,580 in F.Y. 2014 as compared to F.Y. 2013 in which it was Rs. 3,05,68,472. Increasing by 6%. It was mainly due to fluctuation in interest rates as per Bank.

Depreciation and amortization expense: Depreciation and amortization expense decreased from Rs. 4,22,64,655 in F.Y. 2013 to Rs. 3,90,82,812 in F.Y. 2014. i.e. decrease of 8%

General & Administration Expenses: General & Administration expenses for the F.Y. 2014 stood at Rs. 51,73,868 whereas it was Rs. 72,84,591 in previous financial year i.e. a decrease of 29%.

Net Profit before tax: Net Profit before tax for the F.Y. 2014 decreased from Rs. 72,44,548 in F.Y. 2013 to Rs. 48,64,606 in F.Y. 2014. The decrease in profit before tax was 33% due to increase in expenses.

Restated profit after tax: The Restated profit after tax for the F.Y. 2014 increased to Rs. 41,38,032 in F.Y. 2014 from Rs. 33,36,438 in F.Y. 2013 representing decrease of 24%.

Comparison of the Financial Performance of Fiscal 2013 with Fiscal 2012

Revenue from Operations: During the F.Y. 2013 the net revenue from operation of the Company decreased to Rs. 30,31,24,226 as against previous financial year Rs. 41,19,57,802 a decrease of 26%. This decrease was mainly due to decrease in revenue from sale of the products by 26% which decreased to Rs. 28,56,00,561 from Rs. 38,79,53,935 for the years 2013 and 2012 respectively and from other operating income by 27% which decreased to Rs. 1,75,23,666 from Rs. 2,40,03,868 for the years 2013 and 2012 respectively.

Total Revenue: Total Revenue for the F.Y. 2013 stood at Rs. 30,61,60,241 where as in F.Y. 2012 the same was Rs. 41,49,46,108 i.e. decrease of 26%.

Total Expenses: Total expenditure for the F.Y. 2013 decreased to Rs. 22,60,82,565 from Rs. 29,55,77,360 compared to the previous financial year, decreasing by 24%. This was mainly due to decrease in size of operations & turnover.

Costs of Materials & Stores Consumed: Costs of Materials & Stores Consumed decreased to Rs. 15,93,28,723 from Rs. 22,97,02,241 compared to the previous financial year, decreasing by 31%. This was mainly due to decrease in Purchases of raw materials and consumables due to decrease in turnover.

Manufacturing & Operating Costs: Manufacturing & Operating Costs decreased to Rs. 3,44,89,985 from Rs. 3,96,03,409 compared to the previous financial year, decreasing by 13%. This was mainly due to decrease in Power & Fuel, Repairs & Maintenance to Machinery and Labour Charges.

Employee benefits expense: Employee benefits expense decreased to Rs. 2,15,75,223 from Rs. 2,22,48,307 in the year F.Y. 2013 from its previous year, i.e. an decrease of 3%. This was also due to increase in business activities of the Company.

Finance costs: Finance costs decreased to Rs. 3,05,68,472 in F.Y 2013 as compared to F.Y 2012 in which it was Rs. 3,43,18,693, a decrease of Rs. 11%.

Depreciation and amortization expense: Depreciation and amortization expense decreased from Rs. 5,06,06,153 in F.Y. 2012 to Rs. 4,22,64,655 in F.Y. 2013. i.e. decrease of 16%

General & Administration Expenses: General & Administration expenses for the F.Y 2013 stood at Rs. 72,84,591 whereas it was Rs. 64,41,873 in previous financial year i.e. as increase of 13%. This was mainly due to Increase in Legal & Professional Fees due to acquisition of its subsidiary company Wonder Precision Private Limited.

Net Profit before tax: Net Profit before tax for the F.Y 2013 decreased to Rs. 72,44,548 in F.Y. 2013 from Rs. 3,44,43,902 in F.Y. 2012. The decrease in profit before tax was 79% due to decrease in size of operations and turnover of the Company.

Restated profit after tax: The Restated profit after tax for the F.Y 2013 decreased to Rs. 33,36,438 in F.Y. 2013 to Rs. 2,35,31,930 in F.Y. 2012 representing decrease of 86%.

Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

Unusual or infrequent events or transactions:-There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

Significant economic changes that materially affected or are likely to affect income from continuing operations:- There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations:-

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page no. 17 of this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

Future changes in relationship between costs and revenues:-Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by our suppliers.

Increases in net sales or revenue and Introduction of new products or services or increased sales prices:- Increases in revenues are by and large linked to increases in volume of business.

Seasonality of business:-Currently our Company’s business is not seasonal in nature.

Dependence on a single or few customers/ clients:-The percentage of contribution of our Company’s top customers/clients & top suppliers for the period ended October 31, 2015 are as follows:

Our Major Customers/ Clients for the period ended October 31, 2015

Name of the Clients	Amount (Rs. in Lacs)	As % of total Sales
John Deere India P. Ltd.(Pune Works-Eou Unit)	586.50	37%
New Holland Fiat (I) Pvt. Ltd.	541.18	34%
Carraro India Pvt. Ltd.	89.22	6%
Neosym Industry Limited Sanaswadi	88.71	6%
Meltwel Scrap Traders	75.86	5%

Name of the Clients	Amount (Rs. in Lacs)	As % of total Sales
Graziano Transmission India P. L. Sanand	63.75	4%
Atlas Castalloy Limited	41.71	3%
Edicon Pneumatic Tool Company Pvt. Ltd.	26.43	2%
Brembo Brake India Pvt. Ltd	23.68	1%
John Deere India P. Ltd. Dewas Works	20.82	1%
TOTAL	1557.88	98%
TOTAL SALES	1585.76	

Our Major Suppliers for the period ended October 31, 2015

Name	Amount (In Lacs)	As % of total Purchase
Mahindra Cie Automotive Limited	241.47	26%
Kores (India) Ltd. Pefco Foundry Division	86.95	9%
Neosym Industry Limited	85.95	9%
Ghatge Patil Industries Ltd.	75.31	8%
Ahmednagar Forgings Limited	73.61	8%
Kores (India) Limited	50.86	6%
S. Banjan & Co. India Pvt. Ltd.,	40.80	4%
Metalyt Forgings Limited	39.56	4%
Laxmi Pumps Pvt. Ltd.	37.34	4%
Gokul Ferrocast Pvt. Ltd.	34.58	4%
TOTAL	766.43	83%
TOTAL PURCHASE	922.07	

Competitive conditions:

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages no. 101 and 112, respectively of the Draft Prospectus.

Details of material developments after the date of last balance sheet i.e. October 31 2015

There are no circumstances which have arisen since the date of last financial statement until the date of filing this Draft Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor’s Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below and other than disclosed elsewhere in this Draft Prospectus, (i) there are no winding up petitions, outstanding litigations including but not limited to, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or legal proceedings, including those for alleging criminal or economic offences or tax liabilities, show cause notices or legal notices pending against our Company, Directors, Promoter and Group Entities or against any other company whose outcome would have a material adverse effect on our business, operations or financial position of our company, and (ii) proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part 1 of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our company and (iii) no disciplinary action have been taken by SEBI or any stock exchange against our Company, our Directors, our Promoter and our Group Entities and (iv) that There are no defaults, non-payments or overdue of statutory dues, 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.

Further, as per the policy approved by the Board on December 21, 2015 except as disclosed in this section, our Board of Directors do not consider any other outstanding litigation or past penalties involving our Company, Subsidiary, Promoter, Group Companies and Directors as material as on the date of this Draft Prospectus.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Name of Statute	Nature of dues & dispute	Amount under dispute (Rs. In Lacs)	Demand Raised (Rs. In Lacs)	Date of Demand (Rs.)	Financial Year to which amount relates	Forum at which Dispute Pending
Income Tax Matters under dispute & under adjudication	Income Tax	TDS Defaults	0.73	0.73	Not Ascertainable	2012-2013, 2011-2012 & Prior Years	Income Tax CPC Department

For further details please refer Annexure X “Contingent Liabilities” in the section titled “Financial Information of the Company” on page 160 of this Draft Prospectus.

PART 2: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1. Litigation Involving Civil Laws:

NIL

2. Litigation Involving Criminal Laws.

NIL

3. Litigation involving Securities and Economic Laws

NIL

4. Litigation involving Statutory Laws

NIL

5. Litigation involving Labour Laws

Comp. ULP Nos. 74, 75 & 77 of 2013:

- a) Complainant Gopal S. Jhadhav has filed a Complaint bearing No. 74 /2013 in the Honorable 1st Labour Court, Pune against the Company, *inter alia* alleging that the company has indulged in unfair labour practises in terms of Item 1 (a), (b), (d), (f) and (g) of Schedule IV of The Maharashtra Recognition of Trade Unions & Prevention of Unfair Labour Practices Act, 1971 (“**MRTU & PULP Act**”). The Complainant has inter alia prayed for relief and for quashing the letter dated 30th June, 2013 addressed by the Company to Complainant with respect to separation of the Complainant from the services of the Company. Our Company has already filed a reply to the aforesaid Compliant denying all the allegations contained therein. The matter is currently pending
- b) One Madan B. Payghan has filed a Complaint bearing No. 75 /2013 in the Honorable 1st Labour Court, Pune against the Company, inter alia alleging that the company has indulged in unfair labour practises in terms of Item 1 (a), (b), (d), (f) and (g) of Schedule IV of The Maharashtra Recognition of Trade Unions & Prevention of Unfair Labour Practices Act, 1971 (“**MRTU & PULP Act**”). The Complainant has inter alia prayed for relief and for quashing the letter dated 30th June, 2013 addressed by the Company to Complainant with respect to separation of the Complainant from the services of the Company. Our Company has already filed a reply to the aforesaid Compliant denying all the allegations contained therein. The matter is currently pending
- c) One Santosh A. Vaidya has filed a Complaint bearing No. 77 / 2013 in the Honorable 1st Labour Court, Pune against the Company, inter alia alleging that the company has indulged in unfair labour practises in terms of Item 1 (a), (b), (d), (f) and (g) of Schedule IV of The Maharashtra Recognition of Trade Unions & Prevention of Unfair Labour Practises Act, 1971 (“**MRTU & PULP Act**”). The Complainant has inter alia prayed for relief and for quashing the letter dated 30th June, 2013 addressed by the Company to Complainant with respect to separation of the Complainant from the services of the Company. Our Company has already filed a reply to the aforesaid Compliant denying all the allegations contained therein. The matter is currently pending

Comp. ULP Nos. 214 and 215 of 2014:

- a) An Interim Application under the Complaint bearing No. 214 /2014 is filed in the Honorable Industrial Court, Pune by Pramod Maruti Kadam against our Company, inter alia alleging that the Company has engaged in unfair labour practises under section 28 (1) read with item 9 and 10 of Schedule IV of the **MRTU & PULP Act** by delaying the cross-examination of the complainants and thus inter alia, praying for appropriate relief. Our Company has already filed a reply to the aforesaid Compliant denying all the allegations contained therein. The matter is currently pending
- b) An Interim Application under the Complaint bearing No. 215 /2014 is filed in the Honorable Industrial Court, Pune by Vikas Amarsingh Jadhav against our Company, inter alia alleging that the Company has engaged in unfair labour practises under section 28 (1) read with item 9 and 10 of **MRTU & PULP Act** by delaying the cross-examination of the complainants and thus inter alia, praying for stay on enquiry in the application for interim relief. Our Company has already filed a reply to the aforesaid Compliant denying all the allegations contained therein. The matter is currently pending

B. CASES FILED BY OUR COMPANY

1. Litigation involving Civil Laws:

NIL

2. Litigation Involving Criminal Laws:

NIL

3. Litigation involving Securities and Economic Laws

NIL

4. Litigation Involving Statutory Laws:

NIL

5. Litigation involving Tax Laws:

- a) By an Order dated 10th January, 2011 bearing No. S/48/11/EB/C-II passed by the Hon'ble Tribunal in Appeal No. E/1122/09-Mum and Application No. E/St 1706/09 both filed by our Company against the CCE Pune III, granted stay over the recovery of the entire demand of duty, interest and penalty during the pendency of the appeal. The stay expires within 180 days. By an order dated 13th May, 2013 passed by the Hon'ble CESTAT-Mumbai, it was held that since the appeal could not be heard within 180 days and on no fault of the Company, the Court directed that the interim stay will continue until further orders.
- b) Our Company has now filed a Miscellaneous Civil Application bearing No. 2014/ E/1122/09-MUM in the Hon'ble CESTAT- Mumbai, for extension of stay under section 35 C (2A) of the Central Excise Act, 1944 granted by the Hon'ble Tribunal in the aforementioned Order. The Hon'ble Court on hearing the application along with other such applications has granted an extension till final disposal of the appeals.

6. Litigation Involving Labour Laws:

Ref ULP No. 5 of 2013:

Our Company has filed an Application bearing No. 5 /2013 in the Honorable 1st Labour Court, Pune, against (i) Secretary of Bharatiya Kamgar Sena, (ii) President of Lok-Kalayan Mazddor Union, (iii) Shri Amrut Jayvant Sutar, (iv) Shri Pramod Maruti Kadam, (v) Shri Pravin Jaisingh Patil, and (vi) Shri Vikas Amarsingh Jadhav, (hereinafter referred to as "**the Opponents**") *inter alia* alleging that the Opponents had indulged in calling out an illegal strike on and from 12th July, 2013 ("**the said strike**") in terms of section 25(1) of the **MRTU & PULP Act** and thus *inter alia* praying for declaration of the said strike as illegal. The matter is currently pending

Comp. ULP No. 170 of 2013:

Our Company has filed an Application bearing No. 170/2013 in the Honorable Industrial Court, Pune, against (i) Secretary of Bharatiya Kamgar Sena, (ii) Shri Amrut Jayvant Sutar, (iii) Shri Pramod Maruti Kadam, (iv) Shri Pravin Jaysingh Patil, and (v) Shri Vikas Amarsingh Jadhav (hereinafter referred to as "**the Respondents**") *inter alia* alleging that the Respondents have indulged in unfair labour practises under Section 30(2)(b) as per Item 2 (a) and (b) and 5 of Schedule III of the **MRTU & PULP Act 1971**. The Company has, *inter alia* prayed for restraining the Respondents, their members, colleagues, friends, sympathizers, hirelings, employees be restrained from

obstructions to men and material, incoming and outgoing vehicular traffic of the Company, restricting free movement of men and material to and from the Company's Factory within a periphery of 500 meters thereof. The Hon'ble Court on hearing the Application has passed an Order dated 29th July, 2013, restraining the Respondents from indulging in violence, abusive slogans, and further not to obstruct movement of men, material and vehicles in any way affecting the Company. The matter is currently pending

C. PAST PENALTIES

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES

NIL

A. CASES FILED AGAINST OUR SUBSIDIARIES

1. Litigation involving Civil Laws

NIL

2. Litigation involving Criminal Laws

NIL

B. CASES FILED BY OUR SUBSIDIARIES

1. Litigation involving Civil Laws

NIL

3. Litigation involving Criminal Laws

NIL

C. PAST PENALTIES

NIL

PART 4: LITIGATION RELATING TO OUR DIRECTORS

NIL

A. LITIGATION AGAINST OUR DIRECTORS

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Economic Offenses.

NIL

4. Litigation involving tax liabilities.

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Economic Offenses.

NIL

4. Litigation involving tax liabilities.

NIL

C. PAST PENALTIES

NIL

PART 5: LITIGATION RELATING TO OUR PROMOTERS

NIL

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation involving Civil/Statutory Laws.

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation involving Civil/Statutory Laws.

NIL

2. Litigation involving Criminal Laws.

NIL

3. **Litigation Involving Securities and Economic Laws.**
NIL

C. PAST PENALTIES

PART 6: LITIGATION RELATING TO OUR GROUP COMPANIES

NIL

A. LITIGATION AGAINST OUR GROUP COMPANIES

1. **Litigation involving Civil Laws.**

NIL

2. **Litigation involving Criminal Laws.**

NIL

3. **Litigation Involving Securities and Economic Laws.**
NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1. **Litigation involving Civil Laws.**

NIL

2. **Litigation involving Criminal Laws.**

NIL

3. **Litigation Involving Securities and Economic Laws.**

NIL

C. PAST PENALTIES

NIL

PART 7: LEGAL NOTICES

1. **Legal notices issued to our Company:**

NIL

2. **Legal Notices issued by our Company**

NIL

3. Legal Notices issued to our subsidiary

NIL

4. Legal Notices issued by our subsidiary

NIL

5. Legal Notices issued to our Group Companies.

NIL

6. Legal Notices issued by our Group Companies.

NIL

PART 8: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The details of outstanding creditors as on October 31, 2015 is given below:

1. For Small Scale Industries (SSI) and Micro Small & Medium Enterprises (MSME) - For identification of suppliers and service providers belonging to Micro, Small & Medium Enterprises in terms of provisions of the Micro, Small & Medium Enterprises Development Act, 2006, the company has sent letters to the suppliers and service providers to obtain the necessary information during the year and awaiting response from the vendors and service providers. Pending information from the suppliers and service providers, the outstanding liability towards parties belonging to Micro, Small & Medium Enterprises can neither be reliably estimated nor disclosed.
2. For details of other creditors who have more than 10% of total amount, outstanding towards them, please refer to the table below:

Name of Creditors	Amount Outstanding(Rs. In Lacs)	% to Total amount outstanding towards creditors
Mahindra Cie Automotive Limited	42.10	32%
Metalyst Forgings Limited	18.00	14%
Neosym Industry Limited	14.84	11%
Total	74.94	57%
Total Creditors as per Balance Sheet		132.25

For further details regarding the policy of materiality and outstanding dues to creditors, please refer to the website of the Company at <http://www.krantiindustries.com/>

PART 9: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE, i.e. October 31, 2015.

Other than as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 276 of this Draft Prospectus, in the opinion of the Board, there has not arisen, since the date of Restated Financial Statements included in this Draft Prospectus, any circumstance that materially and adversely affects or is likely to affect the trading or profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay its liabilities over the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and no further approvals are required for carrying on our present business except as mentioned below. 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 opinion expressed in this behalf.

In view of the approvals listed below, the Company can undertake its current business activities and no further material approvals from any statutory authority are required to continue those activities.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable the company to carry out its activities.

Approvals for the Issue

1. The Board of Directors has, has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 06, 2015 and September 11, 2015 respectively subject to the approval of the shareholders of our Company and approvals by such other authorities as may be necessary.
2. The shareholders of our Company have authorized the Issue by a resolution dated September 10, 2015 under Section 62(1)(c) of the Companies Act, 2013
3. Approval from the BSE Limited dated [●].

APPROVALS/LICENSES/PERMISSIONS RECEIVED TO CONDUCT OUR BUSINESS

(i) Constitutional Registration

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Issue
1.	Certificate of Incorporation	11-95016	Registrar of Companies, Maharashtra, Bombay	December 5, 1995
2.	Fresh Certificate of Incorporation consequent on change of name	11-95016	Registrar of Companies, Maharashtra, Pune	March 11, 2002
3.	Fresh Certificate of Incorporation consequent on conversion from Private Limited to Public Limited	U29299PN1995PLC095016.	Registrar of Companies, Maharashtra, Pune	August 17, 2015

(ii) Taxation Registration

Sr. No.	Nature of Registration/License	Reg. Number	Issuing Authority	Issuing Date / Commencement Date	Date of Expiry
1.	Tax Deduction Account Number	PNEK01036A	ITO-TDS Ward, Pune	July 22, 2002	N/A
2.	Permanent Account Number	AAACK8713H	Commissioner of Income Tax	December 5, 1995	NA

Sr. No.	Nature of Registration/License	Reg. Number	Issuing Authority	Issuing Date / Commencement Date	Date of Expiry
3.	Professional Tax Number	PTR/2/2/6/38/4451	Professional Tax Officer	May 30, 1989 ¹	NA
4.	Professional Tax Number	PTR/2/2/6/38/10/731	Professional Tax Officer	August 30, 1975 ²	NA
5.	Service Tax Code	AAACK8713HST001	Office of Commissioner Central Excise Pune	June 30, 2009	NA
6.	Central Sales Tax Registration (TIN)	27180336245C	Registration Officer, Sales Tax Department	April 1, 2006	NA
7.	Maharashtra Value Added Tax (Certificate of Registration)	27180336245V	Registration Officer, Sales Tax Department, Maharashtra	April 1, 2006	NA
8.	Central Excise Registration Certificate (Rule 9 of Central Excise Rules)	AAACK8713HXM003	Deputy Commissioner of Central Excise	January 27, 2011	NA

(iii) Licenses Related to Factories

Sr. No.	Nature of Registration/ License	Registration Number	Issuing Authority	Issuing Date / Commencement Date	Date of Expiry
1.	Factory License	2M (1) 27999	Factory Inspector	-	31 st December, 2017
2.	Water & Air Pollution (Consent to Operate) & Authorization under Hazardous Waste (Management and Handling) Rules	SROP-II/UB/CC/MPCB/15/6563/15	Sub-Regional Office Pune, Maharashtra Pollution Control Board	2 nd June, 2015	30 th November, 2017
3.	Water & Air Pollution	SROP-II/UB/CC/MPCB/14/7662/14	Sub-Regional Office Pune, Maharashtra	19 th August, 2014	31 st May, 2017

¹ The Professional tax registration certificates were issued in the name of the Messrs Kranti Industries and the subsequent to the purchase of the business of the Kranti Industries the Company has been filing its returns and assessments under the said registration number. However, a fresh certificate is yet to be issued in the name of the Company and the Company is in the process of making an application for the same.

² The Professional tax registration certificates were issued in the name of the Messrs Kranti Industries and the subsequent to the purchase of the business of the Kranti Industries the Company has been filing its returns and assessments under the said registration number. However, a fresh certificate is yet to be issued in the name of the Company and the Company is in the process of making an application for the same.

Sr. No.	Nature of Registration/License	Registration Number	Issuing Authority	Issuing Date / Commencement Date	Date of Expiry
	(Consent to Operate) & Authorization under Hazardous Waste (Management and Handling) Rules		Pollution Control Board		

(iv) Labour Registration

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of commencement /Issue	Date of expiry
1.	Employee Provident Fund	PUPUN0032337000	Regional Provident Fund Commissioner	April 9, 1998	-

(v) Quality Certification


Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of commencement/Issue	Date of expiry
1.	ISO/TS 16949: 2009 (Manufacture and Supply of Precision Machined Components)	13362-T	CERMET- Certificazione e ricerca per la qualita	June 12, 2015	June 11, 2018
2.	ISO 9001:2008 Quality Management System Certificate	13362-A	Kiwa CERMET Italia	June 12, 2015	June 11, 2018

(vi) Other Approvals

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Commencement /Issue	Date of expiry
1.	Certificate of Importer-Exporter Code (IEC)	3101010870	Jt. Director General of Foreign Trade, Pune-42	March 26, 2002	N/A
2.	Shops and Commercial Establishment Registration	Registration No. 2 (M) (1) 27999 Premises: Gat No. 267, Pirungat Pune, Mulshi, Pune	Bombay Shops and Establishment Act, 1948	February 28, 2005	Valid till the year 2017

(vii) Intellectual Property³

Sr. No.	Nature of Registration/License	Trade Mark No.	Issuing Authority	Date of Commencement /Issue	Description of Class
1.	Certificate of Registration of Trade Mark	1245833	Trade Marks Registry, Mumbai	October 23, 2003	12: Automobiles Components and Spare Parts

³ In addition to the aforementioned registered trade mark the Company is in the process of making an application for registration of its logo  .

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue in terms of this Draft Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 06, 2015 and September 11, 2015 respectively and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held September 10, 2015 under section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle listing approval from SME Platform of BSE for using its name in this Draft Prospectus pursuant to letter dated [●]. BSE 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 / Entities 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 Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, 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.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as Promoters or Directors.

Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Prohibition by RBI

Neither our Company, our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies / Entities, our Directors, Directors of our Group Companies/ Entities and Companies/ Entities with which our Directors are associated as Directors or Promoter have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

Eligibility for the Issue

Our Company is not ineligible 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 less than Rs. 10 Crores and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “SME Platform of BSE”).

We confirm that:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is hundred percent underwritten and that the Lead Manager to the Issue Shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to **“General Information – Underwriting”** on page 53 of this Draft Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, 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 fifteen (15) 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 fifteen (15) days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft 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 this Draft 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 have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to **“General Information – Details of the Market Making Arrangements for this Issue”** on page 54 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, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012 and February 05, 2015 (<http://www.bsesme.com>), which states as follows:

1. Net Tangible Assets of at least Rs. 3 Crore as per the latest audited financial results (as restated)
2. Net worth (excluding revaluation reserves) of at least Rs. 3 Crore as per the latest audited financial results (as restated)
3. Track record of distributable profits in terms of Section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 5 Crores.
4. Net Tangible Assets, Net Worth and Distributable Profit, of the Company as per the restated financial statements for the period ended April 01, 2015 to October 31, 2015 and for year ended as at March 31, 2015, 2014 and 2013 are as set forth below:-

Particulars	As at			
	(Amount in Lacs.)			
	October 31, 2015	March 31, 2015	March 31, 2014	March 31, 2013
Distributable Profit*	(48.71)	20.20	41.38	33.36
Net Tangible Assets**	1393.06	1435.39	1209.81	1182.68
Net Worth***	1257.37	1306.08	1075.87	1034.49

*Distributable Profit has been calculated as per Sec 123 of Companies Act, 2013.

**Net Tangible Assets are defined as the sum of all net assets of the Company, excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India. As is evident, our Company has Net Tangible Assets of over Rs. 3 Crore.

***Net Worth includes Share Capital and Reserves (excluding revaluation reserves) Less Miscellaneous Expenditure not written off, if any. & Debit Balance of Profit and Loss Account not written off, if any. As is evident, our Company has a Net Worth of over Rs.3 Crore.

- The post-issue paid up capital of our Company shall be at least Rs. 3 Crore. As detailed in chapter “**Capital Structure**” on page 56 of this Draft Prospectus, our Company will have a post issue paid up capital of Rs.964.00 Lacs (Rupees Nine Crore Sixty Four Lacs.).
- Our Company shall mandatorily facilitate trading in demat securities and is in process to entering into tripartite agreement with NSDL. Our Company is in the process of converting the equity shares held into physical form into demat mode.
- Our Company has a website i.e. <http://www.krantiindustries.com/>
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against our Company that has been admitted by a Court or a liquidator has not been appointed.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

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 exemptions from eligibility norms have 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 HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 25, 2016 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 (TO THE EXTENT NOTIFIED), 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. – NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF

PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN 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 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 INTERMS 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/ MIRCD/ 1/2012 DATED JANUARY 10,2012.**
 - 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.” COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT 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 OFFER DOCUMENT 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 OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- 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 (TO BE CONFIRMED)**

- 5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR 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.**

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 Lead Manager any irregularities or lapses in the Draft Prospectus. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Pune in terms of sections 26, 30 and 32 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.	ADCC Infocad Ltd.	9.60	40.00	22.10.2014	43.50	60.00% [4.65%]	40% [4.98%]	55% [4.10%]
2.	Captain Pipes Ltd.	4.40	40.00	11.12.2014	41.90	2.5% [-2.23%]	-5.00% [4.50%]	0% [-1.50%]
3.	O.P. Chains Ltd.	2.04	11.00	22.04.2015	11.25	40.91% [-2.29%]	38.63% [-0.39%]	36.36% [-1.88%]
4.	Junction Fabrics and Apparels Ltd	1.60	16.00	10.07.2015	17.50	14.06% [-0.54%]	3.125% [-7.39%]	NA
5.	Loyal Equipments Ltd.	3.24	18.00	16.07.2015	20.05	5.56% [-3.28%]	-9.72 [-5.42%]	NA
6.	Emkay Taps and Cutting Tools Ltd.	15.55	330.00	13.08.2015	334.00	-1.21% [-5.79%]	-1.51% [6.35%]	NA
7.	Universal Autofoundry Ltd.	3.24	15.00	04.09.2015	16.00	5% [7.28%]	73.33% [3.74%]	NA
8.	Bella Casa Fashion & Retail Ltd.	3.43	14.00	15.10.2015	14.30	72.85% [-5.18%]	NA	NA
9.	Vishal Bearing Ltd.	3.24	25.00	15.10.2015	26.00	22.00% [-4.69%]	NA	NA
10.	Cawasji Behramji Catering Services Ltd.	1.862	14.00	19.10.2015	15.25	103.57% [-5.48%]	NA	NA

Source: Price Information www.bseindia.com & www.nseindia.com Issue Information from respective Prospectus.

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*	10.66	-	-	1	1	1	-	-	-	-	2	-	1
2014-15	7**	38.25	-	-	-	2	-	5	-	-	-	3	-	4
2015-16	8***	34.20	-	-	1	2	2	3	-	-	-	-	1	-

Note:

- (a) Based on date of listing.
- (b) % of change in closing price on 30th/ 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day v/s closing index on 30th/ 90th / 180th calendar day from listing day.
- (c) In case the 30th, 90th and 180th calendar day from the date of listing is a trading holiday, the share price and benchmark index is taken for the immediately following working day on which there was trading in the Equity Shares of the given Company. In case there was no trading on 30th, 90th and 180th calendar from the date of Listing the closing values of share price and benchmark index is taken for the immediately previous day when the shares of the Company was traded.
- (d) BSE SENSEX has been considered as the benchmark index.
- (e) CNX NIFTY has been considered as the benchmark index.
- (f) Prices on BSE/NSE are considered for all of the above calculations.
- (g) N.A. – Period not completed.
- (h) 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 lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

Track Record of the past issues handled by Hem Securities Limited

For details regarding track record of Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer the website of the LM at: www.hemonline.com

Caution - Disclaimer from our Company and the Lead Manager

Our Company, our Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website <http://www.krantiindustries.com/> would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding dated December 03, 2015 entered into between the Lead Manager Hem Securities Limited and our Company and the Underwriting Agreement dated December 03, 2015 entered into between the Underwriter (Hem Securities Limited) and our Company and the Market Making Agreement dated December 03, 2015 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 centers 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 / Entities or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies / Entities and our affiliates or associates, for which they have received and may in future receive compensation. Hem Securities Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

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 the applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the 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, State industrial development corporations, Alternate Investment Funds (AIFs) registered with SEBI, FPI other than category III registered with SEBI, Insurance Companies registered with Insurance and Regulatory Development Authority, Provident Funds (subject to applicable law) with minimum corpus of Rs. 2,500.00 Lacs, National Investment Fund and pension funds with minimum corpus of Rs. 2,500.00 Lacs, National Investment Fund and permitted nonresidents including FIIs, FPIs, eligible NRIs, multilateral and bilateral development financial institutions, foreign venture capital investors registered with SEBI and eligible foreign investors provided 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 to or purchase Equity Shares offered hereby in any other jurisdiction 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 is required to inform himself or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Jaipur, Rajasthan, India.

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 since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will **not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdictions except in compliance with the applicable laws of such jurisdictions.** The Equity Shares have not been and will not be, registered under the Securities Act or any state securities laws in the United States and may not be offered sold or delivered within the United States (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 are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

Filing

A copy of this Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Prospectus in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, India

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at Registrar of Companies, P M T Building, Pune Stock Exchange, 3rd Floor, Deccan Gymkhana, Pune-411004, Maharashtra.

Disclaimer Clause of the SME Platform of BSE

BSE Limited ("BSE") has given vide its letter dated [●], permission to this Company to use its name in this Draft Prospectus as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this Draft Prospectus for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; or
- Warrant that this company's securities will be listed or will continue to be listed on BSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this Draft Prospectus has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of 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 for any other reason whatsoever.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission to deal in and for an official quotation for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue.

The SME Platform of BSE has given its in-principal approval for using its name in our Draft Prospectus vide its letter dated [●].

BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of 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 BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

Consents

Consents in writing of: (a) our Directors, our Promoters, our Company Secretary & Compliance Officer, Chief Financial Officer, our Statutory Auditors, Peer Review Auditors, Banker(s) to the Company; and (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriters to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the ROC, under section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, **M/s. RAJASATYEN & ASSOCIATES** Chartered Accountants, Statutory Auditor, **M/s. SPJV & CO.**, Chartered Accountants, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their report on Statement of Possible Tax Benefits dated November 30, 2015 relating to the possible tax benefits, as applicable, and on Standalone and Consolidated restated financial statements dated January 21, 2016 which may be available to the Company and its shareholders, 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 our Company*” and “*Statement of Tax Benefits*” on page 160 and page 87 of this Draft Prospectus from the Peer Review Auditors and Statutory Auditor respectively, 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.40.50. Lacs, which is 13.03% of the Issue size. The estimated Issue related expenses includes Issue Management Fee, underwriting and management fees, SCSB’s commission/fees, selling commission, 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.

The estimated Issue expenses are as under

Activity	Expenses ¹ (Rs. In Lacs)	% of Total Estimated Issue Expenditure	% of Issue Size
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc. and other out of pocket expenses	31.50*	77.78	10.14
Printing and Stationery and postage expenses	2.00	4.94	0.64
Advertising and Marketing expenses	2.00	4.93	0.64
Regulatory fees and other expenses	5.00	12.35	1.61
Total Estimated Issue Expenses	40.50	100.00	13.03

¹Excluding all applicable taxes

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

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated December 03, 2015 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated December 03, 2015 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated December 03, 2015 with Market Maker Hem Securities Limited, a copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN, tape, printing of bulk mailing register will be as the per the Memorandum of Understanding between our Company and the Registrar to the Issue dated September 1, 2015, 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 them to Allotment advice by registered post/speed post/under certificate of posting.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our incorporation.

Public Issues and Rights Issue during the Last Five Years

Except as stated in the chapter titled “*Capital Structure*” beginning on page 56 of this Draft Prospectus, we have not made any previous rights and public issues in India or abroad in the five (5) years preceding the date of this Draft Prospectus. The Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

Previous issues of shares otherwise than for cash

Except as stated in the chapter titled “*Capital Structure*” beginning on page 56 of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

Commission or brokerage on previous issues

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

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-à-vis objects – Public/rights 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 56 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

Outstanding Debentures, Bond Issues, or Redeemable Preference Shares and other instruments

Our Company does not have any outstanding debentures, bonds or redeemable preference shares and such other instruments as of the date of this Draft Prospectus.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations, and this Issue being an Initial Public Offering of our Company in terms of SEBI (ICDR) Regulations. Thus there is no Stock Market Data available for the Equity Shares of our Company since they 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) 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 constituted Stakeholders Relationship Committee of the Board vide Resolution passed in the Board Meeting held on December 21, 2015. For further details on the Stakeholders and Investors Grievance Committee, please refer to section titled "***Our Management***" beginning on page 134 of this Draft Prospectus

Our Company has appointed Mrs. Bhakti Hosalkar Patel, Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and the Compliance Officer are as follows:

Mrs. Bhakti Hosalkar Patel

Kranti Industries Limited,
Gat No.267/B/1, At Post Pirangut,
Tal. Mulshi, Dist. Pune-412115,
Maharashtra, India

Tel: +91-20-6675 5676,

Fax: +91-20-6675 5676

Email: cs@krantiindustries.com

Website: www.krantiindustries.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts

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 companies under the same management.

Change in Auditors

No change in the statutory auditors of our Company for the last three years.

Capitalization of Reserves or Profits

Save and Except as stated in the chapter titled "*Capital Structure*" beginning on page 56 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 since incorporation.

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 87 of this Draft Prospectus.

Purchase of Property

Other than as disclosed in "*Our Business*" Section on page 112 of this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus, other than property, in respect of which:

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Servicing Behavior

Other than as disclosed 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 "*Annexure Y Related Party Transactions*" beginning on page 212 of this 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, SCRA, SCRR, SEBI (ICDR) Regulations, 2009, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying 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 authorising the banks to make payment in case of allotment by signing the application forms,

Authority for the Present Issue

The present Initial Public Issue of 25, 90,000 Equity Shares in terms of this Draft Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 06, 2015 and September 11, 2015 respectively and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held September 10, 2015 under 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 rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "**Main Provisions of Articles of Association**" on page 358 of this Draft Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 1956 and the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by our Board of Directors and approved by our 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 in relation to dividends, please refer to section titled "**Dividend Policy**" and "**Main Provisions of the Articles of Association**" on pages 159 and 358 respectively of this Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of Rs.10.00 each are being Issued in terms of this Draft Prospectus at the price of Rs.12.00 per Equity Share (including a premium of Rs.2.00 per Equity 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 84 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations as amended time to time. 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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation / splitting, etc., please refer to Section titled "**Main Provisions of Articles of Association**" beginning on page 358 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

In terms of section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Draft Prospectus will be done in multiples of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares to the successful applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in the 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.

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 this section shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[•]
ISSUE CLOSES ON	[•]

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 to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed under section titled “**General Information**” on page 50 of this Draft Prospectus.

As per section 39 of the new Companies Act, if the “**stated minimum amount**” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company 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, our Company shall forthwith unblocked the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

Further, in accordance with Regulation [106R] of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50. 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.

Further, in accordance with Regulation [106Q] 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.

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

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 10,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Application by Eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs 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 56 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the section titled "**Main Provisions of the Articles of Association**" on page 358 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Option to receive Equity Shares in Dematerialized Form

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI ICDR Regulations, every company making public offer shall issue securities only in dematerialized form only. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated

February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange. Applicants will not have an option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

Migration to Main Board

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above 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 our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), 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 BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to section titled "**General Information - Details of the Market Making Arrangements for this Issue**" beginning on page 54 of this 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 issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Pune, Maharashtra, India.

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

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

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106M (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed ten crores, 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 BSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on pages 312 and 320 respectively of this Draft Prospectus.

The present Issue of 25,90,000 Equity Shares at a price of Rs.12.00 aggregating to Rs.310.80 Lacs by the Company. The issue of equity shares will constitute 26.87% of the fully diluted post-issue equity share capital of our Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	24,60,000 Equity Shares	1,30,000 Equity Shares
Percentage of Issue Size available for allocation	94.98% of the Issue Size	5.02% of the Issue Size
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each. For further details please refer to the " <i>Basis of Allotment</i> " under Section " <i>Issue Procedure</i> " on page 320 of this Draft Prospectus.	Firm Allotment
Mode of Application	Through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds Rs.2,00,000/-. <u>For Retail Individuals:</u> 10,000 Equity Shares at Issue prices of Rs.12.00 each.	1,30,000 Equity Shares of Face Value Rs.10.00
Maximum Application Size	<u>For Other than Retail Individual Investors:</u> 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. <u>For Retail Individuals Investors:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the application value does not exceed Rs. 2, 00,000.	1,30,000 Equity Shares of Face Value Rs.10.00
Trading Lot	10,000 Equity Shares	10,000 Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	100%	100%

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 318 of this Draft Prospectus.

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

- Minimum fifty percent to Retail Individual Investors; and
- Remaining to Investors Other than Retail Individual Investors
- 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, 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. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- The final listing and trading approvals of BSE for listing of Equity Shares offered through this Issue on its SME Platform, which the Company shall apply for after Allotment; and
- The final RoC approval of this Prospectus after it is filed with the RoC.
- 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 our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document 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 offered through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

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 Centres mentioned in the Application Form, .On the Issue Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public offerings, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

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. 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 (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016. We shall make appropriate changes to the “**Issue Procedure**” section and other sections of this Draft Prospectus and the Prospectus prior to filing with RoC.

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 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

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. Pursuant to SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, 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 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, Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE limited i.e. www.bseindia.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:

- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to Bid in this Offer under the laws, rules, regulations, guidelines and policies applicable to them.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Applicants

The Application must be for a minimum of 10,000 Equity Shares and in multiples of 10,000 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 such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 10,000 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 Company in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the LMs may deem fit.

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 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 Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- 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.

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM and Syndicate Members, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents 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/ RFPI'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 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; (i) 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

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.

Information for the Applicants:

1. Our Company and the Lead Managers 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 Managers, 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 / Corporate 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 SCSBs 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.

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 12.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

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 Managers 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 in 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 Draft 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 1, 30,000 Equity Shares shall be reserved for Market Maker. 24,60,000 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 Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a) Our company has entered into an Underwriting Agreement dated December 03, 2015.
- 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 Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the 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 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 colour 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.

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 funds required for unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
- 4) That 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;
- 5) That the our Promoters' contribution in full has already been brought in;
- 6) 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
- 7) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations 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 and
- 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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated [•] between NSDL, the Company and the Registrar to the Issue;
 - b) Agreement dated December 22, 2015 between CDSL, the Company and the Registrar to the Issue;
- The Company's equity shares bear an ISIN No. INE911T01010

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**”).

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) Regulation.

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) The Issuer shall have Net Tangible Assets of atleast Rs. 3 crore as per the latest audited financial result.
- f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3crore as per the latest audited financial result.
- g) The issuer should have a tract record of distributable profits in terms of Section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of atleast Rs. 5 crores.
- h) The post –issue paid up capital of the issuer shall be at least Rs. 3crore.
- 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 BSE 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 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus 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.1,000 Lacs . Company also complies with the eligibility conditions laid by the SME Platform of BSE 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 Daft 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:

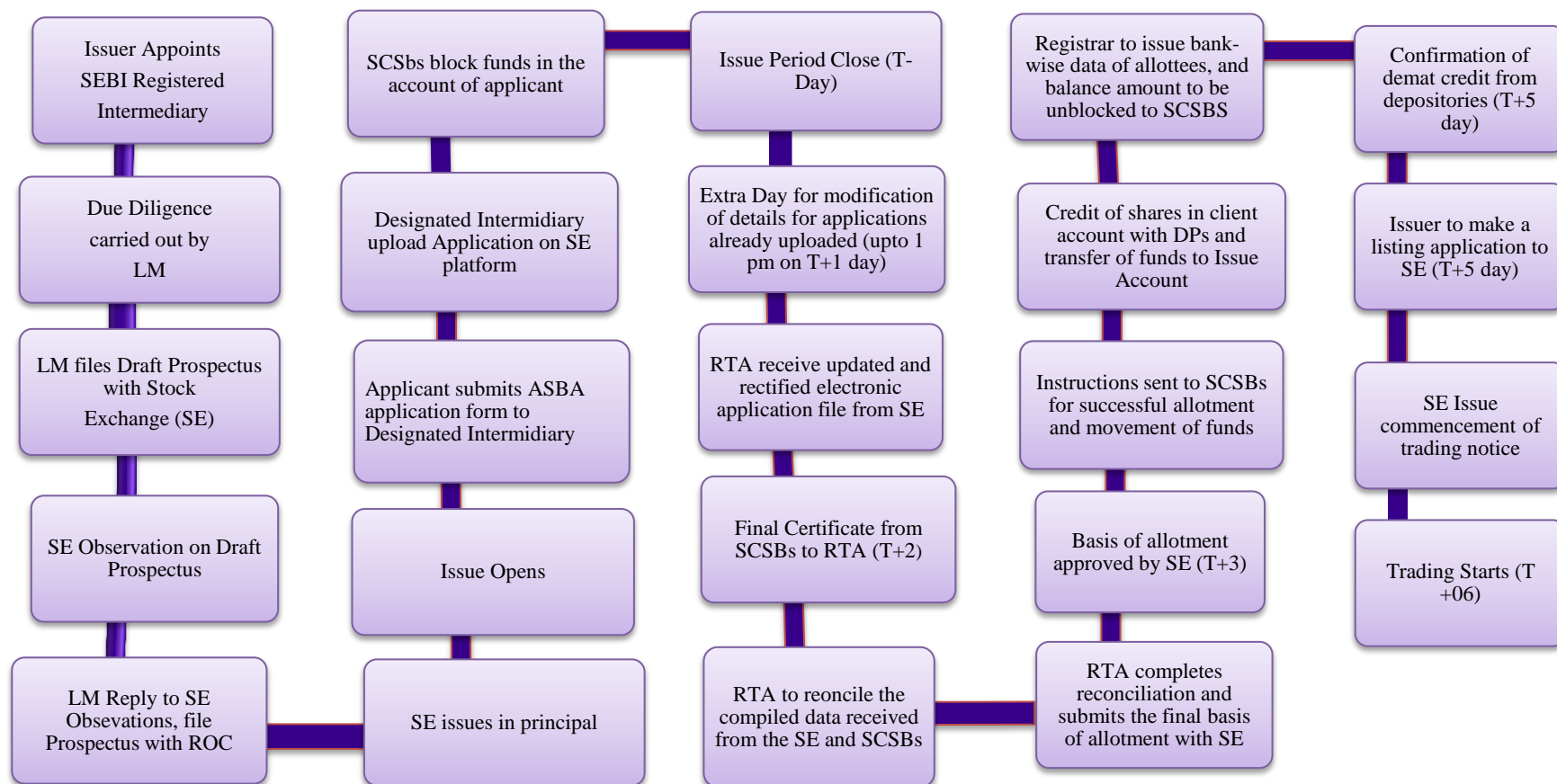
- a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other 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

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

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		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS	
Address : _____ Contact Details : _____ CIN No. _____		Address : _____ Contact Details : _____ CIN No. _____		Bid cum Application Form No. _____	
TO: THE BOARD OF DIRECTORS XYZ LIMITED		FIXED PRICE GME ISSUE INE00000000000		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 _____ Email _____ Tel. No (with STD code) / Mobile _____	
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				6. INVESTOR STATUS	
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID				<input type="checkbox"/> 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")				5. CATEGORY	
Bid Options		No. of Equity Shares Bid (In Figures) (Date must be in multiples of Bid Lot as advertised)		<input type="checkbox"/> Retail Investor Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB	
		Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price		Retail Discount	
		Net Price		Cut-off (tick)	
Option 1					
OR) Option 2					
OR) Option 3					
7. PAYMENT DETAILS				PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>	
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 APPLICABLE 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 FILING 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)	
Date : _____		I/We authorize the SCSB to do all acts as are necessary to make the Application in the line			
		1) _____ 2) _____ 3) _____			
TEAR HERE					
LOGO		XYZ LIMITED INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Broker/SCSB/DP/RTA	
DIPED / CLID		FAN of Sole / First Bidder		Bid cum Application Form No. _____	
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 - R		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. _____	

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. _____		Bid cum Application Form No. _____			
LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED		FIXED PRICE GME ISSUE INE00000000000			
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		BANK BRANCH SERIAL NO.		SCSB SERIAL NO.	
				Mr. / Ms. _____ Address _____ Email _____ 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					
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")					
Bid Options:	No. of Equity Shares Bid (In Figures) (Does not need to 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	
Option 1					<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
(OR) Option 2					
(OR) Option 3					
6. Investor Status					
<input type="checkbox"/> Non-Resident Indians (Repatriation Basis) NRI <input type="checkbox"/> Foreign Institutional Investor FI <input type="checkbox"/> Foreign Venture Capital Investor FVCI <input type="checkbox"/> FI Sub Account Corporate/Individual FI SA <input type="checkbox"/> Others (Please Specify) OTH					
7. PAYMENT DETAILS					
Amount paid (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____					
PAYMENT OPTION : FULL PAY					
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 AGREEMENTS, 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					
DPID / CUID		PAN of Sole / First Bidder			
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	
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. A 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 in the 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 10,000 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 10,000 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 10,000 equity shares thereafter. An application cannot be submitted for more than the Issue Size. However, the maximum application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision 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 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. 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 finalisation 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, if 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 SCSB 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 Application 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 Address : Contact Details : CEN No.	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<div style="border: 1px solid black; padding: 2px; display: inline-block;">BOOK BUILT ISSUE</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">ISIN :</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	ESROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER
		
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	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 as "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										PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>	
Additional 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 UNDERSTAND THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED AGREEMENT, PRESENTS 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 REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST BIDDER	7B. 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)
Date : _____		

TEAR HERE

LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No.
		PAN of Sole / First Bidder	
			
DPID / CLID 			
Additional Amount Paid (₹) Bank & Branch 		Stamp & Signature of SCSB Branch	
ASBA Bank A/c No. 		<div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto;"></div>	
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 <div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto;"></div>	Name of Sole / First Bidder
	No. of Equity Shares					
	Bid Price					
	Additional Amount Paid (₹)					
	ASBA Bank A/c No. 					Acknowledgement Slip for Bidder <div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto;"></div>
	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 10,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants 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

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 BSE (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 10,000 Equity Shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted 10,000 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 10,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 10,000 Equity Shares subject to a minimum allotment of 10,000 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 10,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this 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 BSE.

The Executive Director/ Managing Director of the SME Platform of BSE, 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 UNBLOCKING

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, 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 Unblocking for Applicants

In case of ASBA 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 Application 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	A 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	An indication to make an offer during the Issue Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue Closing Date	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 Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period

Term	Description
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/home/list/5/33/0/0/Recognised-Intermediaries .
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated 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.bseindia.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.

Term	Description
Designated Stock Exchange	The designated stock exchange as disclosed in the 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	This Draft Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 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 Book Running 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
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 ` 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

Term	Description
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 60 of the Companies Act, 1956 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and 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.
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 through Book Building process to modify the quantity of Equity Shares and/or bid price 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

Term	Description
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 December 03, 2015 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 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 FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued D/o IPP F. No. 5(1)/2015-FC-1 dated May 12, 2015 (“FDI Policy”), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 11, 2015. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and transfer does not attract the provisions of the Takeovers Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Registration of Equity Shares under US Laws

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, ‘U.S. persons’ (as defined in Regulation S of the U.S. Securities Act, 1933). Accordingly, the Equity Shares will be offered and sold only outside the United States in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The above information is given for the benefit of the Investors. Our Company, the LM is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Investors are advised to make their independent investigations and ensure that the number of Equity Shares Application do not exceed the applicable limits under laws or regulations.

Article No.	Description
<i>Share capital and variation of rights</i>	
1	<p>i. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may from time to time be provided in the Memorandum of Association with the power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.</p> <p>ii. 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 and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares.</p> <p>Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p> <p>iii. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment in full or part for any property or assets of any kind whatsoever, sold or transferred, goods or machinery supplied or for any services rendered to the Company in conduct of its business and any shares which may be so allotted may be issued as fully paid up shares or partly fully paid up otherwise than for cash and if so issued, shall be deemed to be fully paid shares or partly paid shares, as the case may be.</p>
2	<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 one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—</p> <ol style="list-style-type: none"> one certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iii. 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>A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the shares to enable the depository to enter in its records the name of such person as the beneficial owner of that share.</p>

Article No.	Description
3	<p>i. 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.</p> <p>ii. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board:</p> <p>Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p> <p>iii. The provisions of Articles (2) and (3) shall <i>mutatis mutandis</i> apply to debentures of the Company.</p>
4	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.
5	<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> <p>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.</p>
6	<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 <i>mutatis mutandis</i> 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>
7	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 <i>pari passu</i> therewith.
8	Subject to the provisions of section 55, any preference shares may, with the sanction of an 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 Sweat Equity Shares	
9	Subject to provisions of Section 54 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Share on such terms and in such manner as the Board may determine, in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.
10	The Board of Directors, subject to the rules and regulations prescribed in this connection may offer, issue and allot shares in the Capital of the Company as shares under the employee's stock option scheme.
11	The Company shall have powers to issue any Debentures, Debentures-Stock or other securities at Par, Discount, Premium or otherwise and may be issued on condition that they shall be convertible into shares on 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

Article No.	Description
	issued only with the consent of the Company in General Meeting by a Special Resolution
Further Issue of Shares	
12	<p>i. Where at any time, a Company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—</p> <ol style="list-style-type: none"> 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 as specified in the provisions of Section 62 of the Act; to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the relevant rules of Section 62; or to any persons, if it is authorised 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>ii. 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>iii. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.</p>
Lien	
13	<p>i. The Company shall have a first and paramount lien—</p> <ol style="list-style-type: none"> 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 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>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>
14	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has lien: Provided that no sale shall be made-</p> <ol style="list-style-type: none"> unless a sum in respect of which the lien exists is presently payable; or 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.
15	<ol style="list-style-type: none"> To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.
16	<ol style="list-style-type: none"> 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. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the

Article No.	Description
	shares before the sale, be paid to the person entitled to the shares at the date of the sale.
17	<p>i. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.</p> <p>ii. The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
Calls on shares	
18	<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 share 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>
19	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.
20	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21	<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. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
22	<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 or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
23	<p>The Board—</p> <p>a. 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>b. 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, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p>
24	<p>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 the called, until such amount had been duly called-up:</p> <p>Provided however that any amount paid to the extent called-up, shall be entitled to proportionate dividend and voting right.</p>
25	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.
26	The provisions of these Articles relating to call on shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
Transfer of shares	

Article No.	Description
27	<p>i. The instrument of transfer of share in the Company shall be executed by or on behalf of both the transferor and transferee in such form as prescribed under sub-section (1) of section 56 of the Companies Act, 2013 and the respective rules made thereunder.</p> <p>ii. The instrument of transfer of any share in the company shall be duly stamped and executed by or on behalf of both the transferor and transferee. The instrument of transfer duly stamped and executed by the transferor or the transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of transfer shall be accompanied by such evidence as the Board may require to prove the title of transferor and his right to transfer the Shares and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.</p> <p>iii. 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.</p>
28.	<p>i. Subject to the right of appeal conferred by section 58 of the Companies Act, 2013 and the rules made thereunder and and Section 22A of the Securities Contracts (Regulation) Act, 1956 or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.</p> <p>Provided That the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.</p> <p>ii. Subject to the right of appeal conferred by section 58 of the Companies Act, 2013 and the rules made thereunder and and Section 22A of the Securities Contracts (Regulation) Act, 1956 or any other law for the time being in force, the Board may refuse/decline to register—</p> <ol style="list-style-type: none"> the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or any transfer of shares on which the Company has a lien.
29.	<p>The Board may decline to recognise any instrument of transfer unless—</p> <ol style="list-style-type: none"> the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; 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.
30.	<p>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:</p> <p>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.</p>
31.	<p>The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p>
Register of Transfers	
32.	<p>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.</p>
Dematerialization of Securities	
33.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles:-</p> <ol style="list-style-type: none"> The Company shall be entitled to dematerialise its securities and to offer any securities

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	<p>proposed to be issued by it for subscription in a dematerialised form pursuant to the Depository Act, 1996, and on the same being done, the Company shall further be entitled to maintain a register of members/ debenture-holders/ other security-holders with the details of members/ debenture-holders/ other security-holders holding shares, debentures or other securities both in materialised and dematerialised form in any media as permitted by the Act.</p> <p>(b) Option for Investors:</p> <p>(i) 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 and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.</p> <p>(ii) If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of the information, the Depository shall enter in its records the name of the allottees as the beneficial owner of the security.</p> <p>(c) Securities in Depository to be in fungible form:-</p> <p>(i) All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.</p> <p>(ii) Nothing contained in Section 88, 89, 112 and 186 of the Companies Act, 2013 and the rules made thereunder shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.</p> <p>(d) Rights of Depositories and Beneficial Owners:-</p> <p>Notwithstanding anything to the contrary contained in the Act, a Depository shall be deemed to be the registered owner for the purpose of effecting the 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 if entered as the beneficial owner in the records of the depository as the absolute owner of thereof. The beneficial owner of Securities 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/her 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 any means of electronic modes.</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 entered as beneficial owners in the records of a depository. In the case of transfer of securities where the Company has not issued any certificates and where such securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply.</p> <p>Provided that in respect of the shares and securities held by the Depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act, 1996, shall apply so far as applicable.</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. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to</p>

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	<p>the provisions of the Depositories Act, 1996.</p> <p>vii. The Company shall cause to be kept at its registered office or at such place as may be decided, the 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 dematerialized forms in any media as may be permitted by law including in any means of electronic modes.</p> <p>viii. 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>
Transmission of shares	
34.	<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 recognized 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>
35.	<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>
36	<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>
37	<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:</p> <p>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>
38	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.
39	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
Forfeiture of shares	
40.	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

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	interest which may have accrued.
41	The notice aforesaid shall— (a) 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 (b) 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
42	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.
43	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.
44	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 have received payment in full of all such monies in respect of the shares.
45	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 a transfer of the share in favour of the person to whom the share is sold or disposed of; 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.
46	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.
Alteration of capital	
47.	The Company may, from time to time, by an ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
48	Subject to the provisions of section 61, the Company may, by ordinary resolution,— (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) 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.
49	Where shares are converted into stock,- (a) 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:

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	<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> <p>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, 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.</p> <p>(c) such of the regulations 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.</p>
50	<p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—</p> <p>(a) its share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any share premium account.</p>
Capitalization of profits	
51	<p>i. The Company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>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 —</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(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;</p> <p>(E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
52	<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 capitalized thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p>

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	<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 in fractions; and</p> <p>(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>(c) Any agreement made under such authority shall be effective and binding on such members.</p>
Buy-back of shares	
53.	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.
General meetings	
54	All general meetings other than annual general meeting shall be called extra-ordinary general meeting.
55	<p>A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed under section 101 of the Companies Act, 2013 and the respective rules made thereunder.</p> <p>Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting</p>
56	<p>i. The Board may, whenever it thinks fit, call an extra-ordinary general meeting.</p> <p>ii. 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> <p>iii. The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, call an extraordinary general meeting of the company. The requisition made shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company. If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition. A meeting called and held by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.</p>
Proceedings at general meetings	
57	<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. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>
58	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
59	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.
60	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.

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Adjournment of meeting	
61	<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.
Voting rights	
62	<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"> (a) on a show of hands, every member present in person shall have one vote; and (b) 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.
63	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
64	<ul style="list-style-type: none"> i. 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. ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
65	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.
66	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
67	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.
68	<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.
69	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.
70	In 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 poll 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.
Representation of Body Corporate	
71	<ul style="list-style-type: none"> i. Where a body corporate, whether a Company within the meaning of the Act or not, may:- <ul style="list-style-type: none"> (a) if it is a member of a Company within the meaning of this Act, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company; (b) if it is a creditor, including a holder of debentures, of a Company within the meaning of this Act, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be. ii. A person authorized by resolution under above Article, shall be entitled to exercise the same rights

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	<p>and powers, including the right to vote by proxy and by postal ballot, on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.</p> <p>A copy of the resolution or decision, as the case may be, certified as true by a Director or officer of such body corporate or of the power of attorney attested by a notary public and lodged with the Company at its registered office or produced at a meeting shall be accepted as sufficient evidence of the validity of appointment.</p>
Proxy	
72	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.
73	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
74	<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>
Board of Directors	
75	<p>i. Followings were the First Directors of the Company (at the time of Incorporation of the Company):</p> <ol style="list-style-type: none"> 1. Subhash Kundanmal Vora 2. Shivprasad Prabhakar Kelkar 3. Vijay Kundanmal Vora 4. Basanti Kundanmal Vora 5. Lata Vijay Vora 6. Indubala Subhash Vora <p>ii. Followings are the present Board of Directors of the Company (at the time of conversion of the Company from "Private Limited" into "Public Limited Company"):</p> <ol style="list-style-type: none"> 1. Smt. Indubala Subhash Vora 2. Mr. Sachin Subhash Vora 3. Mr. Sumit Subhash Vora <p>iii. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 3 (Three) and not be more than 15 (Fifteen).</p> <p>iv. The Board may appoint any individual as the Chairman as well as Managing Director of the Company.</p> <p>v. The Board shall have the power to appoint/re-appoint from time to time any of its members as Chairman and Managing Director or Manager 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. The appointment and terms and conditions, including remuneration of Managing Director or Manager or Whole-Time Director shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013, and related rules made thereunder. The Managing Director or Manager or Whole-Time Director who are in whole-time employment in the Company shall be subject to supervision and control of the Board of Directors of the Company.</p>
76	The Company may agree with any financial institution or any authority or person or State Government that

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	in consideration of any loan or financial assistance of any kind whatsoever, which may be rendered by it to the Company, it shall till such time as the loan or financial assistance is outstanding have power to nominate one or more Directors on the Board of the Company and from time to time remove and reappoint such Directors and to fill in any vacancy caused by the death or resignation of such Directors otherwise ceasing to hold office. Such nominee Directors shall not be required to hold any qualification shares nor shall they be liable to retire by rotation.
77	Subject to the provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation, except for the Managing Director who shall not be liable to retire by rotation.
78	<ol style="list-style-type: none"> The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day, except for Independent Directors, who shall be paid such sitting fees only, as decided by the Board of Directors, for each such meetings of the Board and /or committees thereof attended by them. The Directors, including Alternate and Nominee Directors, if any, shall be entitled to sitting fees, for participating/attending Board Meeting or Meeting of Committee of Board of Directors, a sum not exceeding such sum as may be fixed by the Board of Directors, from time to time. However, the same shall not exceed the maximum sum as is permissible under the provisions of the Act or Guidelines issued by appropriate authority, from time to time.
79	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 think fit respecting the keeping of any such register.
80	All cheques, promissory notes, drafts, <i>hundis</i> , 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.
81	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.
82	<ol style="list-style-type: none"> Subject to the provisions of section 149 and Section 161 of the Companies Act, 2013 and the respective rules made thereunder, 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. 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 Company as a director at that meeting subject to the provisions of the Act. The Board shall have the power, at any time, and from time to time, to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) from India. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible to the director in whose place he has been appointed and shall vacate office if and when the original director returns to the State in which the meetings of the Board are ordinarily held. The Board shall appoint persons as directors being nominees of an institution in pursuance of an agreement with such institution in accordance with the provisions of sub-section (3) of Section 161 of the Act. The Board shall have the power at any time, and from time to time, to appoint any other person to be a Director to fill a casual vacancy provided that the total number of directors shall not at any time exceed the maximum as fixed hereinafter. Any person appointed to fill a casual vacancy shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid.
83	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or

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	otherwise authorized to exercise and do, and, not hereby or by the statute 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 laws 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 Board which would have been valid if such regulation had not been made.
Proceedings of the Board	
84	<ul style="list-style-type: none"> i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A Director may, and the Manager or Secretary on the requisition of a director shall, at any time, summon a meeting of the Board. ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
85	<ul style="list-style-type: none"> (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
86	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.
87	<ul style="list-style-type: none"> i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. 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.
88	<ul style="list-style-type: none"> i. 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. ii. 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.
89	<ul style="list-style-type: none"> i. A committee may elect a Chairperson of its meetings. ii. 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.
90	<ul style="list-style-type: none"> i. A committee may meet and adjourn as it thinks fit. ii. 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.
91	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.
92	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.
Register of Charges	
93	<ul style="list-style-type: none"> i. 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. ii. The register of charges and instrument of charges, as per clause (i) above, shall be open for

Article No.	Description
	<p>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>
Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
94	<p>Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.</p>
95	<p>A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.</p>
Statutory Registers	
96	<p>The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.</p>
The Seal	
97	<p>i. The Board shall provide for the safe custody of the seal.</p> <p>ii. 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>
Dividends and Reserve	
98	<p>The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.</p>
99	<p>Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.</p>
100	<p>i. 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>ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
101	<p>i. 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>

Article No.	Description
	<ul style="list-style-type: none"> ii. 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. iii. 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.
102	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.
103	<ul style="list-style-type: none"> i. 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. ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
104	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.
105	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.
106	No dividend shall bear interest against the Company.
107	<ul style="list-style-type: none"> i. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called Unpaid Dividend Account. ii. Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 205 of the Companies Act, 1956. iii. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases
Accounts	
108	<ul style="list-style-type: none"> i. 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. ii. 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.
Audit	
109	<ul style="list-style-type: none"> i. The First Auditors of the Company shall be appointed by the Board of Directors within one month 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. ii. Appointment of Auditors shall be governed by the provisions of the Companies Act, 2013 and the respective rules made and amended, as the case may be, thereunder from time to time. iii. The Company shall within fifteen days of the appointment, give intimation thereof to every auditor so appointed and to Registrar of Companies within whose jurisdiction the registered office of the Company is situated, within such time as may prescribed under the Companies Act, 2013 and the rules made and amended, as the case may be, thereunder from time to time iv. The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the serving or continuing Auditor or Auditors (if any) may act, but where such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Company in general meeting.

Article No.	Description
	v. The remuneration of the Auditors shall be fixed by the Company in general meeting in such manner as the Company may in general meeting determine except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.
Documents and Notices	
110	<p>(i) A document may be served on a Company or an officer thereof by sending it to the Company or the officer at the registered office of the Company in the same manner as provided under section 20 of the Companies Act, 2013 and the respective rules made thereunder in this regards.</p> <p>(ii) A document may be served on a Registrar or any member by sending it in the same manner as provided under section 20 of the Companies Act, 2013 and the respective rules made thereunder in this regards.</p>
Winding up	
111	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>i. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
Indemnity	
112	<p>i. 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.</p> <p>ii. Subject to the provisions of the Act, every Director, managing director, whole time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.</p> <p>iii. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
General Power	
	Wherever in the Act or the Rules, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provide.
Secrecy	
114	Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Employee, Servant, Agent, Accountant or other person employed in or about the business of the Company shall, if so required by the Board of Directors, 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 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.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following Contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These Contracts, copies of which have been attached to the copy of Prospectus, delivered to the Registrar of Companies, Pune for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at Gat No.267/B/1, Post Pirangut, Tal. Mulshi, Dist. Pune-412115, Maharashtra, India from 10.00 a.m. to 5.00 p.m. from the date of this Draft Prospectus to until the date of Closing of the Issue.

Material Contracts

1. Memorandum of Understanding dated September 1, 2015 executed between our Company and Sharex Dynamic (India) Private Limited, Registrar to the Issue.
2. Memorandum of Understanding dated December 03, 2015 between our Company and Hem Securities Limited, Lead Manager (LM) to the Issue.
3. Underwriting Agreement dated December 03, 2015 between our Company, the LM and the Underwriter.
4. Market Making Agreement dated December 03, 2015 between Our Company, the LM and the Market Maker.
5. Escrow Agreement dated [●] among the Company, the Lead Manager, the Banker to the Issue, and the Registrar to the Issue.
6. Agreement among NSDL, the Company and the Registrar to the Issue dated [●]
7. Agreement among CDSL, the Company and the Registrar to the Issue dated December 22, 2015

Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company, as amended from time to time;
2. Copy of Certificate of Incorporation and Fresh Certificate of Incorporation of Kranti Industries Limited ;
3. Copy of the Board Resolution passed at the meetings of Board of Directors held on September 6, 2015 and September 11, 2015 respectively for proposing and authorizing the Issue and other related matters.
4. Copy of the Special Resolution passed by the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, at the Extraordinary General Meeting held on September 10, 2015 for authorizing the Issue and other related matters.
5. Peer Review Auditors Reports dated January 21, 2016 on Standalone Restated Financial Statements of our Company for the period of April 1, 2015 to October 31, 2015 and years ended March 31, 2015, 2014, 2013, 2012 and 2011.
6. Peer Review Auditors Reports dated January 21, 2016 on Consolidated Restated Financial Statements of our Company for the period of April 1, 2015 to October 31, 2015 and years ended March 31, 2015 and, 2014.
7. Copy of the Certificate dated November 30, 2015 by M/s. Rajasatyen & Associates., Statutory Auditor of our Company regarding the Statement of Possible Tax Benefits as mentioned in this Draft Prospectus.
8. Copy of Certificate from the Peer Review Auditors of our Company, M/S. SPJV & CO., Chartered Accountants, dated January 21, 2016 regarding the Eligibility of the Issue.
9. Copies of Audited Financial Statements of our Company for 7 months period ended October 31, 2015 and years ended March 31, 2015, 2014, 2013, 2012 and 2011.
10. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, 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.
11. Copy of certificate dated November 30, 2015 received from M/S. SPJV & CO., Chartered Accountants regarding sources and deployment of funds.
12. Due Diligence Certificate dated January 25, 2016, received by the Company from Hem Securities Limited, the Lead Manager to BSE Limited.

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, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made there under or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Draft Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY:

Mrs. Indubala Subhash Vora <i>Chairman & Whole- Time Director</i> DIN:- 02018226	
Mr. Sachin Subhash Vora <i>Managing Director</i> DIN:- 02002468	
Mr. Sumit Subhash Vora <i>Whole - Time Director</i> DIN:- 02002416	
Mr. Prakash Vasantrao Kamat <i>Non-Executive Independent Director</i> DIN :- 07350643	
Mr. Shashikant Vishnupant Bugde <i>Non-Executive Independent Director</i> DIN:- 01490772	
Mr. Pramod Vinayak Apshankar <i>Non-Executive Independent Director</i> DIN:- 00019869	

SIGNED BY:

Mrs. Sheela Dhawale <i>Chief Financial Officer</i>	
Mrs. Bhakti Patel <i>Company Secretary & Compliance Officer</i>	

Place: - Pune**Date: - January 25, 2016**

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