**Prospectus**
Dated: July 13, 2017
*Please read Section 32 of the Companies Act, 2013*
**Fixed Price Issue**

# CAPTAIN TECHNOCAST LIMITED

**Corporate Identity Number: - U27300GJ2010PLC061678**

Our Company was originally incorporated on July 20, 2010 as "Captain Technocast Private Limited" vide Registration no. 061678 (CIN: U27300GJ2010PTC061678) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Later, our Company was converted into Public Limited Company and consequently name of the Company was changed to "Captain Technocast Limited" vide Shareholder's Resolution passed at the Extra Ordinary General Meeting of the Company held on April 08, 2017 and a fresh Certificate of Incorporation dated April 21, 2017 issued by the Registrar of Companies, Gujarat, Ahmedabad. For further details please refer to chapter titled "History and Certain Corporate Matters" beginning on page 143 of this Prospectus.

**Registered Office**: Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot Gujarat- 360002, India
**Tel No:** +91-2827-252411 **E-mail:** compliance@captaintechnocast.com **Website:** www.captaintechnocast.com
**CONTACT PERSON: MR. ANKUR PRADUMANBHAI MAKWANA, (COMPANY SECRETARY & COMPLIANCE OFFICER)**
**PROMOTERS OF OUR COMPANY: MR. RAMESHBHAI DEVRAJBHAI KHICHADIA, MR. GOPAL DEVRAJBHAI KHICHADIA, MR. ANILBHAI VASANTBHAI BHALU, MR. SHAILESH KARSHANBHAI BHUT, MRS. KOMALBEN S BHUT, MR. SMIT VAGHJIBHAI BHALU AND MR. DHARMESH PANSURIYA**

## THE ISSUE

**INITIAL PUBLIC ISSUE OF 14,25,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF CAPTAIN TECHNOCAST LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 40.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 30.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ 570 LAKHS ("ISSUE" ) CONSISTING OF A FRESH ISSUE OF 8,25,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 40.00 PER EQUITY SHARE AGGREGATING TO ₹ 330 LAKHS ("ISSUE") AND 6,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 40.00 PER EQUITY SHARE AGGREGATING TO ₹ 240 LAKHS THROUGH AN OFFER FOR SALE BY MR. RAMESHBHAI DEVRAJBHAI KHICHADIA, MRS. SANGEETABEN RAMESHBHAI KHICHADIA, MR. RITESH RAMESHBHAI KHICHADIA, MR. KANJI MOHANBHAI PANSURIA,MR. KAUSHIKBHAI VASHRAMBHAI MORI, MR. VAGHAJIBHAI GOVABHAI BHALU, MRS. RASHMITA S BHALU, MR. DIPAK DURLABHBHAI BHUT, MRS. SONALBEN S BHUT & MR. DHARMESHBHAI B DADHANIYA (COLLECTIVELY REFERRED AS SELLING SHAREHOLDERS INCLUDING PROMOTER AND PROMOTER GROUP MEMBERS) OF WHICH 75,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH FOR A CASH PRICE OF ₹ 40.00 PER EQUITY SHARE, AGGREGATING TO ₹ 30 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 13, 50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF ₹ 40 PER EQUITY SHARE AGGREGATING TO ₹ 540 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.91% AND 26.44%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 261 OF THIS PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS ₹ 40.00 EACH . THE ISSUE PRICE IS 4 TIMES OF THE FACE VALUE.**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009(THE "SEBI ICDR REGULATIONS"), AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE RELATED INFORMATION" BEGINNING ON PAGE 261 OF THIS PROSPECTUS.**

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 270 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

## ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "**Issue Procedure**" beginning on page 270 of this Prospectus.

## RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares of the Company is ₹10.00 per equity share and the Issue Price is 4 times of the face value. The Issue Price (will be determined and justified by our Company & Selling Shareholders in consultation with the Lead Manager as stated under the paragraph **'Basis for Issue Price'** on page 105 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the "Risk Factors" carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 16 of this Prospectus.**

## ISSUER'S & SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company & Selling Shareholders having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this 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 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 Prospectus are proposed to be listed on the SME Platform of BSE Ltd ("BSE SME"). Our Company has received an approval letter dated July 12, 2017 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Ltd.

| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| Hem Securities Ltd | |
| **HEM SECURITIES LIMITED**<br>14/15, Khatau Bldg, 1st Floor, 40, Bank Street, Fort, Mumbai - 400001, India<br>**Tel. No.:** +91- 022- 4906 0000<br>**Fax No.:** +91- 022- 2262 5991<br>**Website:** www.hemsecurities.com<br>**Email:** ib@hemsecurities.com<br>**Investor Grievance Email:** redressal@hemsecurities.com<br>**Contact Person :** Mr. Anil Bhargava<br>**SEBI Regn. No.** INM000010981 | **BIGSHARE SERVICES PRIVATE LIMITED**<br>E-2 & 3, Ansa Industrial Estate, Sakivihar Road, Sakinaka.<br>Andheri (East), Mumbai-400072, Maharashtra-India<br>**Tel No.:**+91-022-40430200<br>**Fax No.:** +91-022-28475207<br>**Email:** ipo@bigshareonline.com<br>**Website:** www.bigshareonline.com<br>**Contact Person:** Mr. Srinivas Dornala<br>**SEBI Regn. No.:** INR000001385 |

## ISSUE PROGRAMME

| ISSUE OPENS ON: Thursday, July 20,2017 | ISSUE CLOSES ON: Monday, July 24, 2017 |
|---|---|

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# SECTION I – GENERAL

## DEFINITIONS AND ABBREVIATIONS

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

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

*Notwithstanding the foregoing, terms used in of the sections "Statement of Tax Benefits", "Financial Information of the Company" and "Main Provisions of Articles of Association" on pages 108, 171 and 310 respectively, shall have the meaning ascribed to such terms in such sections.*

*Unless the context otherwise indicates, all references to "CTL", "the Company", "our Company", "the Issuer", "we", "us" and"our" are references to Captain Technocast Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat, India and "you", "your" or "yours" refer to Prospective investors in this Issue.*

### General Terms

| Terms | Description |
|---|---|
| "CTL", "the Company", "our Company" and Captain Technocast Limited | Captain Technocast Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat, India |
| "we", "us" and "our" | Unless the context otherwise indicates or implies, refers to our Company |
| "you", "your" or "yours" | Prospective investors in this Issue |

### Company Related Terms

| Terms | Description |
|---|---|
| AOA / Articles / Articles of Association | Articles of Association of Captain Technocast Limited, as amended from time to time. |
| Auditors/ Statutory Auditors | The Auditors of Captain Technocast Limited being M/s P. Ghanshyam & Co., Chartered Accountants. |
| Bankers to the Company | Bank of Baroda |
| Board of Directors /the Board / our Board | The Board of Directors of Captain Technocast Limited, including all duly constituted Committees thereof. |
| CIN | Corporate Identification Number. |
| Chief Financial Officer/ CFO | The Chief financial officer of our Company being Mr. Prashant Bhupatbhai Bhatti |
| Companies Act / Act | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force. |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company being Mr. Ankur Pradumanbhai Makwana |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |

| Terms | Description |
|---|---|
| DIN | Directors Identification Number. |
| Director(s) / our Directors | The Director(s) of our Company, unless otherwise specified. |
| Equity Shares | Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof. |
| Equity Shareholders | Persons/ Entities holding Equity Shares of Our Company. |
| Executive Directors | Executive Directors are the Managing Director & Whole Time Directors of our Company. |
| Factories | Unit-I: Survey No.-257, Plot No. 4, N. H. No. 8-B, Shapar (Veraval), Rajkot, Gujarat-360002, India<br>Unit-II: Plot No. 6/9, Revenue Survey No. 257/P village Shapar, Taluka Kotda-Sangani, Rajkot, Gujarat, India |
| 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 company as disclosed in "Our Group Companies" promoted by the Promoters on page 167 of this Prospectus. |
| HUF | Hindu Undivided Family. |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| IFRS | International Financial Reporting Standards |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ISIN | International Securities Identification Number. In this case being – INE931X01010 |
| IT Act | The Income Tax Act,1961 as amended till date |
| Key Management Personnel/ KMP | Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled "Our Management" on page 147 of this Prospectus. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on June 15, 2017 in accordance with the requirements of the SEBI (ICDR) Regulations. |
| MOA / Memorandum / Memorandum of Association | Memorandum of Association of Captain Technocast Limited as amended from time to time. |
| Non-Residents | A person resident outside India, as defined under FEMA Regulations, 2000 |
| Non-Executive Director | A Director not being an Executive Director or an Independent Director |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Peer Review Auditor | Independent Auditor having a valid Peer Review certificate in our case being M/s SVK & Associates Chartered Accountant. |
| Person or 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. |
| Promoters | Shall mean promoters of our Company i.e. Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu, Mr. Shailesh Karshanbhai Bhut, Mrs. Komalben S Bhut, Mr. Smit Vaghajibhai Bhalu and Mr. Dharmesh Pansuriya For further details, please refer the section titled "Our Promoters and Promoters Group" beginning on page 159 of this Prospectus. |
| Promoter Group | Includes such Persons and entities constituting our promoter group covered under Regulation |

| Terms | Description |
|---|---|
| | 2(1)(zb) of the SEBI (ICDR) Regulations as enlisted in the section titled "Our Promoters and Promoters Group" beginning on page 159 of this Prospectus. |
| RBI Act | The Reserve Bank of India Act, 1934 as amended from time to time. |
| Registered Office of our Company | Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot-360002, Gujarat, India |
| Reserve Bank of India / RBI | Reserve Bank of India constituted under the RBI Act. |
| Restated Financial Information | The restated audited financial information of the Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information, as at and for years ended March 31, 2013, 2014, 2015, 2016 and 2017 together with the annexure and notes thereto as disclosed in chapter titled "Financial Information of the Company" beginning on Page 175 of this Prospectus. |
| RoC/Registrar of Companies | Registrar of Companies, Gujarat, Ahmedabad |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act, 1992. |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/Listing Regulations/SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| Selling Shareholders | Mr. Rameshbhai Devrajbhai Khichadia, Mrs. Sangeetaben Rameshbhai Khichadia, Mr. Ritesh Rameshbhai Khichadia, Mr. Dipak Durlabhbhai Bhut, Mr. Dharmeshbhai B. Dadhaniya, Mr. Kanji Moahanbhai Pansuriya, Mrs. Rashmita S. Bhalu, Mrs. Sonalben S. Bhut, Mr. Vaghajibhai Govabhai Bhalu and Mr. Kaushikbhai Vashrambhai Mori |
| Stock Exchange | Unless the context requires otherwise, refers to, BSE Limited |
| Sub- Account | Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| Subscriber to MOA | Initial Subscriber to MOA & AOA being Mr. Rameshbhai Khichadia and Mr. Gopal Khichadia. |
| Willful Defaulter(s) | Willful defaulter as defined under Regulation 2(zn) of the SEBI Regulations |

**ISSUE RELATED TERMS**

| Terms | Description |
|---|---|
| Allotment/Allot/Allotted | Unless the context otherwise requires, means the allotment of Equity Shares pursuant to the Public Issue. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted |

| Terms | Description |
|---|---|
| | Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges. |
| Allottee (s) | A successful applicant to whom the Equity Shares are allotted |
| Applicant/Investor | Any Prospective Investor who makes an application pursuant to the terms of the Prospectus and the Application Form. |
| Application Amount | The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of 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 Prospectus. |
| Application Supported by Block Amount (ASBA) | An application, whether physical or electronic, used by an Applicant to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with SCSB.<br>Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICY CELL/II/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only. |
| ASBA Account | Account maintained by the ASBA Investor with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor. |
| ASBA Application Location (s)/ Specified Cities | Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat |
| Bankers to the Company | Bank of Baroda |
| Bankers to the Issue | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being July 04, 2017 |
| Banker to the Issue Agreement | Agreement dated July 04, 2017 entered into amongst the Company, Selling Shareholders, Lead Manager, the Registrar and the Banker of the Issue. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful applicants under the Issue and which is described in the chapter titled "Issue Procedure" beginning on page 270 of this Prospectus. |
| Broker Centres | Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange. |
| BSE | BSE Limited |
| Business Day | Monday to Friday (except public holidays) |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Client Id | Client Identification Number maintained with one of the Depositories in relation to demat account |
| Collecting Depository Participants or CDPs | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Controlling Branches of the SCSBs | Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange. |
| Demographic Details | The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, and Occupation and Bank Account details. |
| Depository / Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being |

| Terms | Description |
|---|---|
| | NSDL and CDSL. |
| Designated Date | On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of the Prospectus. |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/. Recognized-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.<br>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 websites of the Stock Exchange i.e. www.bseindia.com |
| Designated Intermediaries/Collecting Agent | An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity) |
| Designated Market Maker | Hem Securities Limited |
| Designated Stock Exchange | BSE Limited (SME Exchange) |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity number. |
| Draft Prospectus | Draft Prospectus dated June 16, 2017 issued in accordance with Section 32 of the Companies Act, 2013. |
| Eligible NRI | A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Equity Shares | Equity Shares of our Company of face value ₹ 10.00 each |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants. |
| FII / Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| First/ Sole Applicant | The Applicant whose name appears first in the Application Form or Revision Form. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended |
| General Information Document (GID) | The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 |

| Terms | Description |
|---|---|
| | notified by the SEBI. |
| GIR Number | General Index Registry Number. |
| HSL | Hem Securities Limited |
| IPO | Initial Public Offering |
| Issue Agreement | The Agreement dated June 15, 2017 between our Company, Selling Shareholders and LM |
| Issue Closing Date | The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 24, 2017 |
| Issue Opening Date | The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 20, 2017 |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Applicants can submit their Applications, including any revisions thereof. |
| Issue Price | The price at which Equity Shares will be issued by the Company in terms of this Prospectus i.e. ₹ 40.00 per share. |
| Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Offer/ Initial Public Offering / IPO | The Public Issue 14,25,000 Equity shares of ₹ 10/- each at issue price of ₹ 40/- per Equity share, including a premium of ₹ 30]/- per equity share aggregating to ₹ 570 Lacs comprising of a Fresh Issue of 8,25,000 Equity Shares and the Offer for Sale of 6,00,000 Equity Shares by Selling Shareholder. |
| Lead Manager/LM | Hem Securities Limited |
| Market Making Agreement | The Market Making Agreement dated July 04, 2017 between our Company, Lead Manager and Market Maker |
| Market Maker Reservation Portion | The reserved portion of 75,000 Equity Shares of ₹ 10 each at an Issue price of ₹ 40.00 each aggregating to ₹ 30 Lacs to be subscribed by Market Maker in this Issue. |
| Mutual Fund | A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of 13,50,000 equity Shares of ₹10 each at a price of ₹ 540 Lacs per Equity Share (the "Issue Price"), including a share premium of ₹ 30.00 per equity share. |
| Non-Institutional Investors | Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/- |
| Net Proceeds | The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue Expenses, please refer to the Section titled "Object of the Issue" beginning on page 98 of this prospectus. |
| NSEL/NSE | National Stock Exchange of India Limited |
| 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. |
| 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 |

| Terms | Description |
|---|---|
| | Regulations. OCBs are not allowed to invest in this Issue. |
| Prospectus | The prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, containing, *inter alia*, the Issue Price will be determined before filing the Prospectus with RoC. |
| Public Issue Account | Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date. |
| Qualified Institutional Buyers/ QIBs | A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies. |
| Registrar/ Registrar to the Issue/ RTA/ RTI | Registrar to the Issue being Bigshare Services Private Limited |
| Registrar Agreement | The agreement dated June 15, 2017 entered into between our Company, the Selling Shareholders and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Retail Individual Investors | Individual investors (including HUF's, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000. |
| Registered Broker | Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx |
| 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). |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicant as provided under the SEBI (ICDR) Regulations, 2009 |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Regulations | SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time. |
| 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 |
| SEBI SAST / SEBI (SAST) Regulations | SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Self Certified Syndicate Bank(s) / SCSB(s) | Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and Issue services of ASBA, including blocking of bank account, a list of which is available http://www.sebi.gov.in/pmd/scsb.pdf |
| SME Exchange | SME Platform of the BSE i.e. BSE SME |
| SME Platform | The SME Platform of BSE i.e. BSE SME for listing equity shares offered under Chapter X-B of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange on |

| Terms | Description |
|---|---|
| | September 27, 2011. |
| SEBI(PFUTP) Regulations/PFUTP Regulations | SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 |
| Share Escrow Agreement | The Share Escrow Agreement dated July 04, 2017 between our Company, Selling Shareholders, Lead Manager and Escrow Agent |
| Transaction Registration Slip/ TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application |
| Underwriters | The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. |
| Underwriting Agreement | The Agreement dated July 04, 2017 entered between the Underwriter, Lead Manager, Selling Shareholders and our Company. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| Working Day | Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016. |

**Technical and Industry Related Terms**

| Terms | Full Form |
|---|---|
| AML | Automatic Moulding Lines |
| AMP | Ampere |
| Casting | Casting is a manufacturing process by which a liquid material is usually poured into a mold, which contains a hollow cavity of the desired shape, and then allowed to solidify. The solidified part is also known as casting, which is ejected or broken out of the mold to complete the process. Casting materials are usually metals or various cold setting materials that cure after mixing two or more components together. |
| CML | Conventional Moulding Lines |
| CI | Casting Iron |
| CTL | Captain Technocast Limited |
| DG | Diesel Generator |
| DMC | Density Moulding Compound |
| GI | Galvanised Iron |
| HV | High Voltage |
| Ktpa | Kilo Tonnes per Annum |
| KV | Kilo Volt |
| KVA | Kilo Volt Ampere |
| KW | Kilo Watt |
| Mm | Millimetre |
| Mtrs | Meters |
| MS | Mild Steel |
| MT | Metric tonnes |
| Smelting | Smelting is a form of extractive metallurgy; its main use is to produce a metal from its ore. Alumina is extracted from the ore Bauxite by means of the Bayer process at an alumina refinery |
| Sq. ft. | Square feet |

| | |
|---|---|
| Ton / Tons | Tonne(s) |
| TPA/tpa | Tonnes Per Annum |

**ABBREVIATIONS**

| Abbreviation | Full Form |
|---|---|
| AS/Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| AGM | Annual General Meeting |
| ASBA | Applications Supported by Blocked Amount |
| AMT | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| B. A | Bachelor of Arts |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| B. Sc | Bachelor of Science |
| B. Tech | Bachelor of Technology |
| Bn | Billion |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BSE | BSE Limited (formerly known as the Bombay Stock Exchange Limited) |
| BSE SENSEX | Sensex in an index; market indicator of the position of stock that is listed in the BSE |
| CDSL | Central Depository Services (India) Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| CA | Chartered Accountant |
| CB | Controlling Branch |
| CC | Cash Credit |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CS | Company Secretary |
| CSR | Corporate social responsibility. |
| CS & CO | Company Secretary & Compliance Officer |
| CFO | Chief Financial Officer |
| CENVAT | Central Value Added Tax |
| CST | Central Sales Tax |
| CWA/ICWA | Cost and Works Accountant |
| Depository or Depositories | NSDL and CDSL. |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DP | Depository Participant |

| Abbreviation | Full Form |
|---|---|
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortisation |
| ECS | Electronic Clearing System |
| ESIC | Employee's State Insurance Corporation |
| EPFA | Employees' Provident Funds and miscellaneous Provisions Act, 1952 |
| EPS | Earnings Per Share |
| EGM /EOGM | Extraordinary General Meeting |
| ESOP | Employee Stock Option Plan |
| EXIM/ EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non Resident Account |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| FIs | Financial Institutions |
| FIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal/Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| FPIs | "Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992. |
| FTA | Foreign Trade Agreement. |
| FTP | Foreign Trade Policy, 2009 |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FV | Face Value |
| GoI/Government | Government of India |
| GDP | Gross Domestic Product |
| GAAP | Generally Accepted Accounting Principles in India |
| GST | Goods and Service Tax |
| GVA | Gross Value Added |
| HUF | Hindu Undivided Family |
| ICAI | The Institute of Chartered Accountants of India |
| ICWAI | The Institute of Cost Accountants of India |
| IMF | International Monetary Fund |
| INR / ₹/ Rupees | Indian Rupees, the legal currency of the Republic of India |
| IIP | Index of Industrial Production |
| IPO | Initial Public Offer |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| HNI | High Net Worth Individual |

| Abbreviation | Full Form |
|---|---|
| i.e. | That is |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IRDA | Insurance Regulatory and Development Authority |
| KMP | Key Managerial Personnel |
| LM | Lead Manager |
| Ltd. | Limited |
| MAT | Minimum Alternate Tax |
| MoF | Ministry of Finance, Government of India |
| M-o-M | Month-On-Month |
| M. A | Master of Arts |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| MD | Managing Director |
| Mn | Million |
| M. E | Master of Engineering |
| MRP | Maximum Retail Price |
| M. Tech | Masters of Technology |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MAPIN | Market Participants and Investors Database |
| MSMEs | Micro, Small and medium Enterprises |
| MoA | Memorandum of Association |
| NA | Not Applicable |
| Networth | The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NPV | Net Present Value |
| NRIs | Non Resident Indians |
| NRE Account | Non Resident External Account |
| NRO Account | Non Resident Ordinary Account |
| NSE | National Stock Exchange of India Limited |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| P.A. | Per Annum |
| PF | Provident Fund |
| PG | Post Graduate |
| PAC | Persons Acting in Concert |

| Abbreviation | Full Form |
|---|---|
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| RBI | The Reserve Bank of India |
| ROE | Return on Equity |
| R&D | Research & Development |
| RONW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SCSB | Self Certified Syndicate Banks |
| SEBI | Securities and Exchange Board of India |
| SICA | Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| Sec. | Section |
| SPV | Special Purpose Vehicle |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| US/United States | United States of America |
| USD/ US$/ $ | United States Dollar, the official currency of the Unites States of America |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| VAT | Value Added Tax |
| w.e.f. | With effect from |
| YoY | Year over Year |

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act 1956 & Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, the Depositories Act and the rules and regulations made thereunder.

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

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

### Certain Conventions

All references in the Prospectus to "India" are to the Republic of India. All references in the Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Captain Technocast Limited" and "CTL", unless the context otherwise indicates or implies, refers to Captain Technocast Limited. In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender 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 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, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and restated for the financial year ended 31 March 2017, 2016, 2015, 2014 and 2013 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled "Financial Information of the Company" beginning on page 175 of this Prospectus. Our Company does not have a subsidiary. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards ("IFRS") and the Generally Accepted Accounting Principles in the United States of America (**"U.S. GAAP"**). Accordingly, the degree to which the Indian GAAP financial statements included in this 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 Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled "Financial Information of the Company" beginning on page 175 of this Prospectus.

For additional definitions used in this Prospectus, see the section Definitions and Abbreviations on page 1 of this Prospectus. In the section titled "Main Provisions of Articles of Association", on page 310 of the 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 the Prospectus was obtained from internal Company reports, data, websites, Industry reports as well as Government Publications. Industry published 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 the 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.

In accordance with the SEBI (ICDR) Regulations, the section titled "Basis for Issue Price" on page 105 of the 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 "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled "Industry Overview" throughout the Prospectus all figures have been expressed in thousands, Lakhs/Lacs, Million and Crores.

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" on page 16, 121 & 223 in the Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

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

## FORWARD LOOKING STATEMENTS

This Prospectus includes certain "forward-looking statements". We have included statements in the Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Our ability to meet our capital expenditure requirements;
3. Market fluctuations and industry dynamics beyond our control;
4. Factors affecting Steel Industry;
5. Disruption in our manufacturing facilities;
6. Changes in laws and regulations relating to the sectors/ areas in which we operate;
7. Company's ability to successfully implement its growth strategy and expansion plans.
8. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
9. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
10. Inability to successfully obtain registrations in a timely manner or at all;
11. Increase in prices of Raw Material
12. Conflicts of interest with affiliated companies, the promoter group and other related parties;
13. Changes in laws and regulations relating to the industries in which we operate;
14. Occurrence of Environmental Problems & Uninsured Losses;
15. Any adverse outcome in the legal proceedings in which we are involved;
16. Intensified competition in industries/sector in which we operate;
17. Our ability to attract, retain and manage qualified personnel;
18. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
19. Concentration of ownership among our Promoters.

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 16, 121 & 223 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company, our Directors, Selling Shareholders, 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, Selling Shareholders and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II: RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 121 and 223 respectively, as well as the other financial and statistical information contained in this Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

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

*This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 16 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 223 respectively of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of the Company" prepared in accordance with the Indian Accounting Standards.*

### INTERNAL RISK FACTORS

1. ***Our Company, Promoters and Group Companies are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, Promoters and Group Companies are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to criminal matters, direct tax matters, indirect tax matters and actions by regulatory/ statutory authorities against our Company, Promoters, Group Companies and Directors have been set out below.

*Litigation against our Company:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| Criminal Litigation | -- | -- |
| Action against Statutory & Regulatory Authorities | -- | -- |
| Taxation Liabilities (Direct Tax) | 1 | 4.84 |
| Taxation Liabilities (Indirect Tax) | 1 | Unascertainable |
| Other Pending Litigation | -- | -- |

*Litigation against our Promoter:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| Criminal Litigation | -- | -- |
| Action against Statutory & Regulatory Authorities | -- | -- |
| Taxation Liabilities (Direct Tax) | 2 | 0.17 |
| Other Pending Litigation | -- | -- |

*Litigation against our Group Companies:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| Criminal Litigation | -- | -- |
| Action against Statutory & Regulatory Authorities | | |
| Taxation Liabilities (Direct Tax) | -- | -- |
| Other Pending Litigation | -- | -- |

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 237 of this Prospectus.

Decisions in any of the aforesaid proceedings adverse to our interests may have a material effect on our business, future financial performance and results of operations. If the courts or tribunals rule against our Company, our Promoters and Group Companies, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

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

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. While we believe that we have obtained the requisite number of approvals, licenses, registrations and permits from the relevant authorities, we have applied for Registration under factories Act for Unit II. Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company from private to public Company and change in address in registered office of the Company

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see "Government and Other Approvals" on page 242 of this Prospectus.

***3. We have limited operating history and loss making operations in the past and investors may not be able to analyse our past performances or future prospects.***

Our company was incorporated on July 20, 2010 with Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Initially, we have commenced our operations by manufacturing of metal casting. During the limited operating history of our Company, our company has no operations in the financial year ended 2011, 2012 and incurred losses in the financial year ended 2013. Our Company has net profits in the financial year ended 2014, 2015, 2016 and 2017. With our limited operating history, potential investors may not be able to analyse our past performances or future prospects. For further details of our financial position and information please refer to section titled "Financial Information of the Company" on page 175 of this Prospectus.

***4. Our Company has not yet applied for the registration of the logo with the registrar of Trademarks.***

Currently we are using logo i.e. which has not yet been applied by the company for registration with the registrar of Trademarks. Any failure to get the same registered in our name may cause any third-party claim and may lead to litigation and our business operations could be affected. Even if our trademarks are registered, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects.

For further details of our pending approvals, please see section Intellectual Property under chapter "Government and Other Approvals" beginning on page 242 of this Prospectus.

***5. We have had certain inaccuracy in relation to regulatory filings made with the RoC and our company has made non compliances of certain provision under applicable law.***

In the past, there have been certain instances of discrepancies in relation to annual returns filed with ROC for instance, the list of transfers are not attached with annual return filed for the year 2013- 2014, Our Company has made some clerical mistakes in documents and form filed in registrar of Companies, for instance, in Annual Returns filed by our Company in past years, has some errors inadvertently made by Company in disclosure in respect of Authorized Share capital. Also our Company has not complied with section 73 of Companies Act, 2013 and has not filed form DPT – 4 for Statement regarding deposits in Registrar of Companies in the past. Our Company has inadvertently made error in disclosing the shareholding. Further there are some instances where forms are belatedly filed in RoC with requisite additional fees.

Additionally our Company may have not complied with some Accounting Standard For instance, Accounting Standards 15, 11 and 18. However, now the Company has made necessary provision for gratuity as per the requirements of AS 15 in the restated financial statement. We have now adequately accounted for foreign exchange rate difference in compliance with AS-11 and have disclosed all the related party transactions as per AS-18 in the restated financial statement. For further details on the same please refer section "Financial Information of the Company" beginning on page no 175 of this Prospectus.

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

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

In the last 12 months we have issued fresh Equity Shares to the members of our Company which are as follows:-

- Right issue of 10,27,206 Equity Shares of face value of ₹10/- each was made on March 08, 2017 in the ratio 1:2.
- Right issue of 10,27,206 Equity Shares of face value of ₹10/- each was made on March 29, 2017 in the ratio 1:3.
- Right issue of 1,71,201 Equity Shares of face value of ₹10/- each was made on May 04, 2017 in the ratio 1:24.

For details, please refer to section titled "Capital Structure" on page 55 of this Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

***7. Any shortfall in the supply of our raw material or an increase in raw material costs or other input costs may adversely impact the pricing and supply of our products and have an adverse effect on our business.***

Our Raw material such as Stainless Steel Scrap, Mild Steel Scrap, Gun Metal Scrap etc which are used in the manufacturing of metal casting are subject to supply disruptions and price volatility caused by various factors, including market fluctuations, the quality and availability of supply, changes in government programs and regulatory sanctions. Our suppliers may be unable to provide us with a sufficient quantity of our raw material at a suitable price for us to meet the demand for our products. Additionally there is a risk that one or more of these existing suppliers could discontinue their operations, which could adversely impact our ability to source raw materials at a suitable price and meet our order requirements. Any increase in raw material prices will result in corresponding increases in our product costs.

***8. The loss, shutdown or slowdown of operations at any of our facilities or the under-utilization of any such facilities may have a material effect on our results of operations and financial condition.***

Our business and results of operations are dependent on our ability to effectively plan our manufacturing processes and on our ability to optimally utilize our manufacturing capacities for the various industrial components we manufacture. Any disruption to our manufacturing process or the operation of our production facilities may result from various factors beyond our control, including, among others, the following:

- Utility supply disturbances, particularly power supply;
- Forced close down or suspension of our manufacturing facilities due to factors such as breakdown or failure of equipment, performance below expected levels of output or efficiency, facility obsolescence or disrepair, labour disputes such as strikes and work stoppages, natural disasters and industrial accidents;
- Other production or distribution problems, including limitations to production capacity due to regulatory requirements, changes in the types of components produced or physical limitations that could impact continuous supply.

If we fail to take adequate steps to mitigate the potential impact of these events, or to effectively respond to these events if they occur, our business, results of operations and financial condition could be materially affected. Further, we depend upon our suppliers and vendors to provide the necessary equipment and machinery that we need for our continuing operations and maintenance of our facilities, plant and machinery. We cannot assure you that we will be able to continue to obtain equipment on commercially acceptable terms, or at all, or that our vendors will continue to enter into or honor the contracts for their services. Our inability to continue to obtain equipment and enter into contracts with our vendors in a timely manner, or at all, could affect our business and results of operations.

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

Mr. Rameshbhai Devrajbhai Khichadia, Promoter, Chairman and Non-Executive Director, Mr. Gopal Devrajbhai Khichadia, Promoter and Non-Executive Director, Mr. Anilbhai Vasantbhai Bhalu, Promoter and Managing Director and Mr. Shailesh Karshanbhai Bhut, Promoter and Whole time Director have extended personally guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individual withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer to chapter titled "Statement of Financial Indebtedness" beginning on page 220 of this Prospectus.

***10. Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material effect on our business operations and profitability.***

Our sales is ultimately to various corporate and through some direct selling agents. For the financial year ended March 31, 2017, our top ten clients accounted for approximately 96.27% of our revenues from operations. The loss of any of the significant clients would have a material effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients/distributors or that we will be able to replace these clients/distributors in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, impacting our income and financial condition.

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

Our performance depends largely on the efforts and abilities of our senior management and other key personnel, including our Directors Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut. We believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for the development of our business and operations and the strategic directions taken by our Company.

However some of our promoters are not professionally qualified or do not have experience in the field in which our Company operates. For details in relation to the experience of our key management personnel, see "Our Management" on page 147 of this Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

***12. We do not have supporting document for the information comprising the qualification of one of our Director.***

We do not have supporting document for information included in the biographies, pertaining to their educational qualification, for one of our Non-Executive Director, Mr. Gopal Devrajbhai Khichadia, who is also one of the promoters of the Company. Details of which are disclosed in the sections "Our Promoters and Promoter Group" on page 159 and "Our Management" on page 147 of this Prospectus. The information included in the Prospectus in relation to certain portions of biographies related to qualification is provided by the respective Director by way of affidavit, certifying such information. Therefore, we cannot assure you that all information relating to the educational Proof of our Directors included in the sections "Our Promoters and Promoter Group" and "Our Management", as may be applicable, is complete, true and accurate.

***13. Our business operations may be materially & adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Although we have not experienced any major disruptions to our business operations due to disputes or other problem with our work force in the past, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.

Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Shortage of skilled personnel or work stoppages caused by disagreements with employees which could have an adverse effect on our business and results of operations.

***14. Excessive dependence on the Bank of Baroda in respect of obtaining financial facilities.***

Our major fund based and non fund based financial assistance has been sanctioned by the bank, i.e. the Bank of Baroda on the security of assets. The Company is dependent on Bank of Baroda 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.

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

Our Contingent liability as on March 31, 2017 was ₹ 4.84 Lacs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected. The details of Contingent Liability as on March 31, 2017 as follows:-

| S.No. | Particulars | Amount ( ₹ in Lacs) |
|---|---|---|
| 1. | Direct Tax demands/Notices/Appeals | 4.84 |

For more information, regarding our contingent liabilities, please refer "Annexure AB" in chapter titled "Financial Information of the Company" beginning on page 175 of this Prospectus.

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

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoters and the Promoter Group. Upon completion of the Issue, the Promoters and Promoter Group will own 36,80,025 Equity Shares, or 72.09% of our post-Issue Equity Share capital, assuming full subscription of the Issue. Accordingly, the Promoters and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters and Promoter Group as the Company's controlling shareholders could conflict with the Company's interests or the interests of its other shareholders. We cannot assure you that the Promoters and Promoter Group will act to resolve any conflicts of interest in the Company's or your favour.

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

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

| **Particulars** | **For the year ended March 31,** | | | | |
|---|---|---|---|---|---|
| | **2017** | **2016** | **2015** | **2014** | **2013** |
| Cash flow from Operating Activities | (412,596) | 12,506,996 | (5,166,322) | 859,101 | (8,458,249) |
| Cash flow from Investing Activities | (18,511,260) | (4,898,226) | (3,823,421) | (2,480,855) | (3,654,843) |
| Cash flow from Financing Activities | 18,729,810 | (7,015,874) | 8,505,864 | 2,124,425 | 11,007,989 |

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled "Financial Information of the company" beginning on page 175 of this Prospectus.

***18. Our Company's manufacturing activities are labour intensive and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.***

Our operations and manufacturing process are labour intensive and depends on our ability to retain labour. In case such labour is unavailable or we are unable to identify and retain such labour our business could be adversely affected. But, we cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. In case of any action being taken against our Company by any competent authority for hiring labour through Job work basis may adversely affect our business operations and financials.

Additionally, we have seen an increasing trend in manpower costs in India, which has had a direct impact on our employee costs and consequently, on our margins. Further, the minimum wage laws in India may be amended leading to upward revisions in the minimum wages payable in one or more states. We may need to increase compensation and other benefits in order to attract and retain key personnel in the future and that may materially affect our costs and profitability. We cannot assure you that as we continue to grow our business in the future, our employee costs coupled with operating expenses will not significantly increase.

***19. Our inability to maintain an optimal level of inventory in our factories may impact our operations and Business.***

We estimate our sales based on the forecast, demand and requirements of our Products. An optimal level of inventory is important to our business as it allows us to respond to industrial customers demand effectively and to maintain a full range of products. We typically maintain inventory levels of raw material and finished goods that are sufficient for a few days of operation.
Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts, or natural conditions may impact the supply of raw material. Such disruption to supply would affect our business, profitability. Although availability of raw material from where we operate are easy and convenient as there are ample of suppliers. Further, if there will be situation of under-

stock inventory, our ability to meet customer demand and our operating results may be affected. Any mismatch between our planning and actual Production and demand could lead to potential excess inventory or out-of-stock situations, either of which could have an effect on our business, financial condition and results of operation.

***20. Our Group Company has incurred losses in past and any operating losses in the future could affect the results of operations and financial conditions of our group companies.***

The details of profit and loss of our Group Company in past years are as follows:-

| Name of the Group Company | Profit/ (Loss) for the year ended (Amount in Lacs) | | |
|---|---|---|---|
| | 31st March 2016 | 31st March 2015 | 31st March 2014 |
| Captain Engineering Private Limited | (42.28) | (24.03) | (0.03) |

Any operating losses could affect the overall operations and financial conditions of the Group. For more information, regarding the Company, please refer chapter titled "Our Group Companies" beginning on page 167 of this Prospectus.

***21. We face competition in our business from organized and unorganized players, which may affect our business operation and financial condition.***

Our Company faces significant competition from both the organized and unorganized players in the industry in which we operates. We compete on the basis of a number of factors, including execution, quality of product, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than us in certain areas of our business;
- Greater recognition among clients;
- Larger client bases in and outside India

***22. Our Products cater to specific industries. Factors that affect these industries or product spending by companies within these industries may affect our business.***

We manufacture products that are sector/industry specific and are used by clients who belong to that particular sector only. Any significant decrease in product spending or outsourcing by customers in the industries to which we cater and from which we derive significant revenues, in the future may reduce the demand for our products.Any significant decrease in the growth of the industries or significant consolidation in the industries we cater to, or any decrease in growth or consolidation in industry segments in which we operate, may reduce the demand for our products leading to adverse effect on our financial results.

***23. Any inability on our part to maintain quality standards could adversely impact our business, results of operations and financial condition.***

Success of our business depends upon quality of our products. We are supplying our products to Automotives, Defense, Industrial, Engineering, Marine Appliances, Aerospace and Hardware sector and each sector has different product specifications. Any rapid change in our customers' expectation on account of changes in technology or introduction of new product or any other reason and failure on our part to meet their quality expectation could adversely affect our business, results of operations and financial condition. Such delays may also lead to increase in prices of these equipments further affecting our cost and profit estimates.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from Bank of Baroda and HDFC Bank Ltd. The total amounts outstanding and payable by us as secured loans were Rs. 226.13 Lakhs as on March 31, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by the lenders. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter "Statement of Financial Indebtedness" beginning on page 220 of this Prospectus.

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

Our factories and registered office have significant electricity requirements and any interruption in power supply to our factories and offices may disrupt our operations. Our business and financial results may be affected by any disruption of operations. We depend on third parties for all of our power requirements. Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may impact our business margins.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and offices. There are limited number of electricity providers in area from where we operate due to which in case of a price hike we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

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

We rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of raw material from our suppliers and for transportation from our finish products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. We rarely enter into written documentation in relation to the transportation services we hire which poses various additional risks including our inability to claim insurance. Further, the cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. Accordingly, our business is vulnerable to increased transportation costs including as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events.
Although we have not experienced any disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby affecting our operations and profitability.

***27. Our Company has in the past entered into related party transactions and may continue to do so in the future.***
We have entered into and may in the course of our business continue to enter into transactions specified in the Restated Financial Information contained in this Prospectus with related parties that include our Promoters and Directors and Group Companies. For further details in relation to our related party transactions, see "*Related Party Transactions*" on page 213 of this Prospectus. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, including specific compliance requirements such as obtaining prior approval from audit committee, the board of directors and shareholders for certain related party transactions. There can be no assurance that such transactions, individually or in the aggregate, will not have a material effect on our financial condition and results of operations.

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

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

Therefore, although we take steps to ensure safety, accidents, including human fatalities, may occur and there can be no assurance that our safety measures and the precautions undertaken will be completely effective or sufficient. Further, if we fail to maintain adequate insurance cover in relation to the foregoing, a claim filed by us with our insurer is rejected, a loss occurs, which does not fall under the insurance cover maintained by us, or our claim is subject to any deductible or delay in settlement, amongst other things,

our exposure will increase. Any accident at our area of operations could also harm our reputation. Such accidents may have an impact on our business.

***29. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits such as re-payment of loan and interest on car loan or reimbursement of expenses taken by the Directors of the Company. We cannot assure you that our Directors would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby affecting our business and results of operations and prospects.

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

Our Company is mainly engaged in business of manufacturing of metals casting which attracts tax liability such as Sales Tax, Service Tax, Income Tax and other applicable provision of the Acts. However the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For instance our company has liability of Tax demand for previous financial years due to short deduction of TDS and interest amounting ₹4.84 Lacs and has received notice for VAT audit for Financial year 2013-14. For detail, Please refer "Outstanding Litigation and Material Development" beginning on page 237 of Prospectus. Any such penalty and prosecution arising in future may lead to financial loss to our Company.

***31. Conflicts of interest may arise as our Promoters have promoted our Group Companies.***

Our Promoters have interest in our Group Companies such as, Captain Pipes Limited and Captain Engineering Private Limited. Conflicts may arise in the ordinary course of decision-making by the Promoters or Board of Directors. Conflicts of interests may arise in the Promoters' allocating or addressing business opportunities and strategies among our Company and Group Companies in circumstances where our respective interests diverge. In cases of conflict, there can be no assurance that our Promoters will not favour their own interests over those of our Company. Our Promoters have not signed any non-compete agreement with our Company as of date. Any such present and future conflicts could have an effect on our business, reputation, financial condition and results of operations

For further details, please refer section titled "Our Promoter and Promoter Group" and Our Group Companies" beginning on Page 159 & 167 of this Prospectus

***32. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies, as well as assumptions in relation to the average density of products manufactured by us. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus. For further information, see the section titled "Our Business" on page 121 of this Prospectus.

***33. Our Company is subject to risk resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

During Financial Year 2017, 2016, 2015, 2014 and 2013 our export sales contributed approximately ₹ 6.84 lakhs ₹ 21.25 lakhs, ₹ 6.12 lakhs & ₹ 12.12 lakhs and ₹ 0.31 lakhs respectively as per the Restated financial statements. Any change in currency exchange

rates influence our Company's results of operations. In addition, depreciation of the Indian Rupee against the other foreign currencies may adversely affect our results of operations by increasing the cost of financing. Any adverse fluctuations in the value of the Indian Rupee against the relevant foreign currencies could affect our result of operation and financials.

***34. Our Company has taken unsecured loans that may be recalled by the Directors at any time.***

Our Company have currently availed unsecured loans which may be called by their lenders at any time. As on March 31, 2017, the unsecured loan amounting ₹ 47.45 Lacs were due to Directors. In the event that lender seeks a repayment of any such loan, our company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with our lender. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. Additionally our company has not executed any formal loan agreement of above unsecured loan, any dispute arises in relation to terms of loans may affect the loans by our company For further details on financing arrangements entered into by our Company, please refer chapter titled "Statement of Financial Indebtedness" beginning on page 220 of Prospectus.

***35. Our existing manufacturing facility are geographically located in Shapar, Gujarat and therefore any localized social unrest, natural disaster or breakdown of services or any other natural disaster could have material adverse effect on our business and financial condition.***

Our existing manufacturing facilities are based in Shapar, Gujarat. As a result, any localized social unrest, natural disaster or breakdown of services and utilities in and around Shapar, Gujarat could have material adverse effect on our business, financial position and results of operations.

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

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors, inventories and cash and cash equivalents. We have been sanctioned working capital of ₹ 300 lakhs from Bank of Baroda. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

***37. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.***

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations

For further details of our Plant and Machineries, please refer to chapter titled "Our Business" beginning on page 121 of the Prospectus.

***38. Clients relationship management affects our business growth.***

The growth of our business depends on our management of clients, our cost competitiveness in the industry and cost reduction. In order to achieve future growth, we need to manage our clients and resources effectively and efficiently. Our company has to concentrate on access to new markets, attract new customers, obtain sufficient financing, optimize input costs, maintain sufficient

operational and financial controls and make additional capital investments to take advantage of anticipated market conditions and keep on learning and upgrading on technology. Any lacuna towards attracting new clients might affect growth rate of our business

***39. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.***

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, including (i) Standard fire and special perils insurance policies, (ii) Employee Compensation Insurance Policy, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and related to Product Liability Claim. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, reputation, results of operations, financial condition and cash flows.

For further details of our Insurance Policies, please refer section titled "Our Business" beginning on Page 121 of this Prospectus.

***40. Our Group Company Captain Pipes Limited is listed on SME Platform of BSE ("BSE SME"). Any non Compliance under applicable regulation will impact our Company and or Promoters.***

Our Group Company, Captain Pipes Limited came with an Initial Public offer in December, 2014 and was listed on SME Platform of BSE ("BSE SME"). As being listed company, various regulations of Securities and Exchange of Board of India is applicable on our Group Company and any non compliances under applicable regulation may lead to penalty and action taken against our promoters which may impact their financial conditions and may divert the management attention which indirectly impact our Company. For further details regarding shareholding of our Promoter and Promoter Group, please refer to chapter titled "Our Group Companies" beginning on page 167 of the Prospectus.

***41. If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

We benefit from certain tax regulations and incentives that accord favourable treatment to certain of our manufacturing facilities. These tax benefits include income tax deductions, and export incentives. For details regarding income tax deductions, please refer to the chapter "Statement of Tax Benefits" on page 108 of this Prospectus.

On March 31, 2015, the Ministry of Finance, Government of India has issued Income Computation and Disclosure Standards ("ICDS"), a new framework for computation of taxable income by all assessees. All assessees would be required to adopt these standards for the purposes of computation of taxable income under the heads "Profit and Gains of Business or Profession" and "Income from Other Sources". These standards are applicable for the previous fiscal commencing April 1, 2015, i.e., assessment year 2016 – 17 onwards.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.

***42. Our Company's management will have flexibility in utilizing the Net Proceeds from the Issue. The deployment of the Net Proceeds from the Issue is not subject to any monitoring by any independent agency.***

Our Company intends to primarily use the Net Proceeds towards working capital requirements and for general corporate purposes as described in "Objects of the Issue" on page 98 of this Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹ 100 crores. The management of our Company

will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section "Risk Factors", may limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

***43. Increases in interest rates may materially impact our results of operations.***

Substantially all of our secured debt carries interest at floating interest rates or at rates that are subject to adjustments at specified intervals. We are exposed to interest rate risk in respect of contracts for which we have not entered into any swap or interest rate hedging transactions, although we may decide to engage in such transactions in the future. We may further be unable to pass any increase in interest expense to our existing customers. Any such increase in interest expense may have a material effect on our business, financial condition, results of operations and cash flows. Furthermore, if we decide to enter into agreements to hedge our interest rate risk, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us fully against our interest rate risk.

***44. We have not independently verified certain data in this Prospectus.***

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we are not permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 174 of this Prospectus.

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

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt

facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

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

***47. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

***48. Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.***

The articles of association, resolutions of the board of directors, and Indian law govern the corporate affairs of companies operating in India. Legal principles relating to these matters and the validity of corporate procedures, directors’ fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a company incorporated in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive as shareholders’ rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as our Company’s shareholders than as shareholders of corporations in another jurisdiction.

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

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company, in consultation with the Lead Managers. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “Risk Factors - Prominent Notes” and “Capital Structure” beginning on pages 16 and 55 respectively of this Prospectus.

***50. There are restrictions on daily movements in the price of the Equity Shares placed by the stock exchanges on which the company is listed, which may adversely affect a shareholder’s ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Once our company gets listed on the stock exchange we would be subject to circuit breakers limits imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges may also change it without our knowledge. This circuit breaker limits the upward and downward movements in

the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

The Issue Price of our Equity Shares has been determined by Fixed Price method. The price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "Basis for Issue Price" beginning on page 105 of the 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.

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

Prior to this Public Issue, there is no public market for the Equity Shares of our company, and an active trading market may not develop or be sustained upon the completion of this Issue. 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:

- Volatility in the Indian and Global economy
- Company's result and performance
- Performance of competitors.
- Significant development with respect to the fiscal, political and financial condition in the economy.

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.

***53. Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.***

Pursuant to the SEBI ICDR Regulations, Non-Institutional Investors are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the issue within six Working Days from the issue Closing Date, events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the applicant's ability to sell the Equity Shares Allotted pursuant to the issue or cause the trading price of the Equity Shares to decline on listing.

**EXTERNAL RISK FACTORS**

***54. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have effected significant changes to the existing Indian company law/ listing framework, which may subject us to higher compliance requirements and increase our compliance costs.***

A majority of the provisions and rules under the Companies Act, 2013 have come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offering documents, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and

insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance.

To ensure compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to be notified. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax (STT) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realized on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

***56. Economic, political and social conditions, some of which are beyond our control, may negatively affect the fortunes of the industry and harm our ability to do business and increase our cost.***

Economic and political factors that are beyond our control, influence forecasts and affect level of consumer spending. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude

***57. 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 neighboring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighboring countries are particularly threatening because India and certain of its neighbors 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 in November 2008 and in July 2011 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.

***58. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act, 2002 could adversely affect our business and activities.***

The Competition Act, 2002, as amended ("**Competition Act**"), regulates practices having or likely to have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the

determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India ("**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. The applicability or interpretation of any provision of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by the CCI for any alleged violation of provisions of the Competition Act, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, may adversely affect our business, results of operations and prospects.

**59.** ***If the rate of Indian price inflation increases, our results of operations and financial condition may be affected.***

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the price of transportation, wages, raw materials or any other expenses. In particular, increase in prices is due to a variety of factors beyond our control, including global commodities prices and economic conditions. If this trend continues, we may unable to reduce our costs or pass our increased costs on our customers and our results of operations and financial condition may be materially and adversely affected.

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

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

***61. The nationalized goods and service tax (GST) regimes proposed by the Government of India may have material impact on our operations.***

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. GST is hoped to remove the cascading effect of various taxes and simplify the existing tax system. GST has special significance for the casting industry which is currently allowed a number of tax concessions/exemptions both at input and output levels. The impact on casting industry will depend on how these elements are treated under the proposed GST regime. Further amendments and developments shall have material affect on our operations.

***62. The recent currency demonetization measures imposed by the Government of India may adversely affect the India Economy and our business.***

Through notifications dated November 8, 2016 issued by the Ministry of Finance, GoI and the RBI ₹ 500 and ₹ 1,000 denominations of bank notes of then existing series issued by the RBI have ceased to be legal tender. Pursuant to this currency demonetisation, these high denomination notes have no value and cannot be used for transactions or exchange purposes with effect from November 9, 2016. These notes are currently being replaced with a new series of bank notes. In an effort to monitor replacement of demonetised notes, the GoI has specified restrictive limits for exchange and withdrawal of currency all over India. The process of demonetisation and replacement of these high denomination notes is likely to reduce the liquidity in the Indian economy which has significant reliance on cash. These factors may result in reduction of purchasing power, and alteration in consumption patterns of the economy in general. While the comprehensive and long-term impact of this currency demonetisation measure cannot be ascertained at the moment, it is possible that there will be a slowdown in the economic activities in India as expressed by various experts, at least in the short term, given the demonetization impacts a majority quantity of the cash currency in circulation. Such a slowdown can adversely affect the

Indian economy, impacting the consumer sector, in turn affecting the operations of our company, which can affect their financials and profitability.

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

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

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

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

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

***65. Any changes in regulations or applicable government incentives would materially affect our operations and growth prospects.***

We are subject to various regulations and policies. For details see section titled “Regulations and Policies”beginning on page 133 of the Prospectus. Our business could be materially affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that we will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which would have a material adverse affect on our business, financial condition and results of operations.

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

The occurrence of natural disasters, including hurricanes, 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:

Catastrophic loss of life due to natural or man-made disasters could cause us to pay benefits at higher levels and/or materially earlier than anticipated and could lead to unexpected changes in persistency rates. A natural or man-made disaster, could result in 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 the "Ebola" virus, H5N1, the "avian flu" virus, or H1N1, the "swine flu" virus "zika virus", could have a severe adverse effect on our business. The potential impact of a pandemic on our results of operations and financial position is highly speculative, and would depend on numerous factors, including: the probability of the virus mutating to a form that can be passed from human to human; the rate of contagion if and when that occurs; the regions of the world most affected; the effectiveness of treatment of the infected population; the rates of mortality and morbidity among various segments of the insured versus the uninsured population; our insurance coverage and related exclusions; and many other variables.

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

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

***68. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

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

**Prominent Notes:**

1. Public Issue of 14,25,000 Equity Shares of Face Value of ₹ 10/- each of Captain Technocast Limited ("CTL" or "Our Company" or "The Issuer") for Cash at a Price of ₹ 40/- Per Equity Share (Including a Share Premium of ₹ 30/- per Equity Share) ("Issue Price") aggregating to ₹ 570 Lacs, of which 75,000 Equity Shares of Face Value of ₹10/- each at a price of ₹ 40/- each aggregating to ₹ 30 Lacs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion") and Net Issue to Public of 13,50,000 Equity Shares of Face Value of Rs. 10/- each at a price of ₹ 40/- each aggregating to ₹ 540 Lacs (hereinafter referred to as the "Net Issue") The Issue and the Net Issue will constitute 27.91% and 26.44% respectively of the Post Issue paid up Equity Share Capital of Our Company.

2. 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:
   1. Minimum fifty percent to retail individual investors; and
   2. 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
   3. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

3. The Net worth of our Company based on Restated Standalone Financial Statements as on March 31, 2017, March 31, 2016 and March 31, 2015 was Rs. 569.88 lacs, Rs. 232.21 lacs and Rs. 206.08 lacs respectively. For more information, see the section titled "Financial Information of the Company" beginning on page 175 of this Prospectus.

4. The NAV / Book Value per Equity Share of our Company, based on Restated Standalone Financial Statements as on March 31, 2017, March 31, 2016 and March 31, 2015 was Rs. 13.87, Rs 11.30 and Rs. 10.03 per equity share respectively. For more information, see the section titled "Financial Information of the Company" beginning on page 175 of this Prospectus.

5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---|---|---|---|
| 1 | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 10.00 |
| 2 | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 10.26 |
| 3 | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 9.90 |
| 4 | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 9.75 |
| 5 | Mrs. Komalben S Bhut | 1,01,038 | 10.00 |
| 6 | Mr. Smit Vaghjibhai Bhalu | 2,76,592 | 9.90 |
| 7 | Mr. Dharmesh Pansuriya | 2,57,364 | 10.00 |

*For Further details, please refer to* "Capital Structure" *on page 55 of this Prospectus.*

6. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled "Financial Information of the Company- Annexure W- Statement of Related Parties Transactions on page 213 of Prospectus.

7. No Group companies have any business or other interest in our Company, except as stated in section titled "Financial Information of the Company - Annexure W- Statement of Related Parties Transactions, as Restated", "Capital Structure", "Our Group Companies"on pages 213, 55 and 167 respectively and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.

8. Our Company was originally incorporated on July 20, 2010 as "Captain Technocast Private Limited" vide Registration no. 061678 (CIN: U27300GJ2010PTC061678) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Further, pursuant to Special Resolution passed by the shareholders, at the Extra Ordinary General Meeting held on April 08, 2017 our company was converted into a Public Limited Company and consequently name of Company was changed to "Captain Technocast Limited". A fresh Certificate of incorporation pursuant to the change of name was issued by the Registrar of Companies, Gujarat, Ahmedabad on April 21, 2017.

9. None of our Promoters, Promoter Group, Directors and their relatives have entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Prospectus.

10. Our Company, Promoters, Directors, Promoter Group have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI nor they have been declared as willful defaulters by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.

11. Investors are advised to see the paragraph titled "Basis for Issue Price" beginning on page 105 of this Prospectus.

12. The Lead Manager and our Company shall update this Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Prospectus and commencement of trading.

13. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at

large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

14. In the event of over-subscription, allotment shall be made as set out in paragraph titled "Basis of Allotment" beginning on page 301 of this 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.

15. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapter titled "Our Management" beginning at page 147 and chapter titled "Our Promoter & Promoter Group" beginning at page 159 and chapter titled "Financial Information of the Company" beginning at page 175 of this Prospectus.

16. 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 175 of this Prospectus.

17. Trading in the Equity Shares for all investors shall be in dematerialized form only.

18. No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, Key Managerial Personnel or Group Companies.

19. For information on the changes of the objects clause of the Memorandum of Association of our Company, please refer to the chapter titled "History and Certain Corporate Matters" beginning on page 143 of this Prospectus.

# SECTION III: INTRODUCTION

## SUMMARY OF OUR INDUSTRY

### Global Economic Outlook

Global economic activity is picking up with a long awaited cyclical recovery in investment, manufacturing, and trade. World growth is expected to rise from 3.1 percent in 2016 to 3.5 percent in 2017 and 3.6 percent in 2018, slightly above the October 2016 World Economic Outlook (WEO) forecast. Stronger activity and expectations of more robust global demand, coupled with agreed restrictions on oil supply, have helped commodity prices recover from their troughs in early 2016. Higher commodity prices have provided some relief to commodity exporters and helped lift global headline inflation and reduce deflationary pressures. Financial markets are buoyant and expect continued policy support in China and fiscal expansion and deregulation in the United States. If confidence and market sentiment remain strong, short-term growth could indeed surprise on the upside. But these positive developments should not distract from binding structural impediments to a stronger recovery and a balance of risks that remains tilted to the downside, especially over the medium term. Structural problems—such as low productivity growth and high income inequality—are likely to persist. Inward-looking policies threaten global economic integration and the cooperative global economic order, which have served the world economy, especially emerging market and developing economies, well.

A faster-than-expected pace of interest rate hikes in the United States could tighten financial conditions elsewhere, with potential further U.S. dollar appreciation straining emerging market economies with exchange rate pegs to the dollar or with material balance sheet mismatches. More generally, a reversal in market sentiment and confidence could tighten financial conditions and exacerbate existing vulnerabilities in a number of emerging market economies, including China—which faces the daunting challenge of reducing its reliance on credit growth. A dilution of financial regulation may lead to stronger near-term growth but may imperil global financial stability and raise the risk of costly financial crises down the road. In addition, the threat of deepening geopolitical tensions persists, especially in the Middle East and North Africa. Against this backdrop, economic policies have an important role to play in staving off downside risks and securing the recovery, as stressed in previous WEOs. On the domestic front, policies should support demand and balance sheet repair where necessary and feasible; boost productivity through structural reforms, well-targeted infrastructure spending, and other supply-friendly fiscal policy measures; and support those displaced by structural transformations, such as technological change and globalization. Credible strategies are needed in many countries to place public debt on a sustainable path. Adjusting to lower commodity revenues and addressing financial vulnerabilities remain key challenges for many emerging market and developing economies. The world also needs a renewed multilateral effort to tackle a number of common challenges in an integrated global economy.

### Recent Developments and Prospects

Economic activity gained some momentum in the second half of 2016, especially in advanced economies. Growth picked up in the United States as firms grew more confident about future demand, and inventories started contributing positively to growth (after five quarters of drag). Growth also remained solid in the United Kingdom, where spending proved resilient in the aftermath of the June 2016 referendum in favor of leaving the European Union (Brexit). Activity surprised on the upside in Japan thanks to strong net exports, as well as in euro area countries, such as Germany and Spain, as a result of strong domestic demand.

Economic performance across emerging market and developing economies has remained mixed. Whereas China's growth remained strong, reflecting continued policy support, activity has slowed in India because of the impact of the currency exchange initiative, as well as in Brazil, which has been mired in a deep recession. Activity remained weak in fuel and nonfuel commodity exporters more generally, while geopolitical factors held back growth in parts of the Middle East and Turkey.

### Indian Economic Overview

With 1.2 billion people and the world's third largest economy in purchasing power parity terms, India's recent growth has been a significant achievement. Since independence in 1947, a landmark agricultural revolution has transformed the nation from chronic dependence on grain imports into an agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and enjoys a voice on the international stage that is more in keeping with its size and potential. Today, historic changes are again unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India's burgeoning young workforce is the largest and youngest the world has ever seen. At the same time, this vast nation is in the midst of a massive wave of urbanization, the scale of which has few parallels in history. How India shapes its significant human potential and reimagines its mushrooming towns and cities will largely determine the shape of the future for the country and its people for years to come.

India now stands at a critical juncture. It needs massive investments to create the jobs, housing, and infrastructure to meet its people's soaring aspirations. Growth that lifts all boats will be key, for more than 400 million of its people–or one-third of the world's poor–still live in poverty. And, many of those who have recently escaped the direst deprivation remain vulnerable to falling back. In addition, inequity in all dimensions will need to be addressed. Poverty rates in India's poorest states are three to four times higher than those in their more prosperous counterparts. Disadvantaged groups will need to be brought into the mainstream to reap the benefits of economic growth, and women—who "hold up half the sky"—empowered to take their rightful place in the socioeconomic fabric of the country. In particular, the nutrition of India's children - whose well-being will determine the extent of India's much-awaited demographic dividend – will call for concerted attention.

Although there are few blueprints for development on such a large and diverse scale, India has pioneered a host of bold new initiatives to address these and other challenges. For instance, the country's flagship 'Skill India' initiative seeks to equip India's growing young workforce with the skills needed to compete in today's rapidly changing work place. The skills program is complemented by the 'Make in India' initiative, as well as with efforts to ease the process of doing business. Both these programs aim to ramp up the jobs available to meet the aspirations of the vast numbers who enter India's job market every year.

**Economic performance**

In the middle of FY2016 (ended 31 March 2017), the government announced the withdrawal of legal tender status of all existing Rs500 and Rs1,000 currency notes to counter black money hoarding and counterfeiting.This move demonetized 86% of currency in circulation by value. New Rs500 and Rs2,000 notes were introduced, but the distribution of new notes picked up only gradually, leaving a cash crunch for 2 months and straining economic activity dependent on cash.

This was one reason economic growth slowed to 7.1% in FY2016, according to advance government estimates. This outcome was well below 7.9% growth in FY2015 and marginally above the ADO Supplement forecast of 7.0% issued in 2016. Much of growth came from strong agriculture and government services. Excluding government services, growth in value added dropped from 6.7% to 6.0%. Agriculture grew by a robust 4.4% as a healthy monsoon helped food grain production grow by 8.1% to new records. Livestock, forestry, and fisheries also recorded healthy growth.

After growing by 8.2% in FY2015, industry decelerated to 5.8% in FY2016. Mining slowed considerably as oil and natural gas production contracted. Manufacturing value added grew by a healthy 7.7%, though down from the 10.6% recorded a year earlier. Growth reflected robust performance by large private manufacturers, which benefitted from lower input costs. However, healthy growth in manufacturing value added is at odds with the volume-based index of industrial production, which registered hardly any growth. Construction was muted, growing by 3.1% as the cash crunch possibly hit real estate activity in the second half of the fiscal year.

**GLOBAL CASTING INDUSTRY**

As per 50th World casting Census published by Modern Castings USA in December 2016, Global Casting Production Stagnant. Worldwide casting production grew by Half a percent in 2015-16.

In 2015, world casting production reached 104.1 million metric tons, a shade over the 103.7 million metric tons produced in 2014 and 103.02 million metric tons in 2013 there is a marginal growth of approx 0.4 % from 2014 to 2015. It is the 6th year in a row the market has expanded after global recession from 2008-09. The World's two top producing Nations in 2014 both reported small decrease in production. China's total decreased by 1.3% from 46.2 million to 45.6 million tones. While the USA dropped 0.8% to 10.39 million metric tons from 10.47 million tons. There is a 7.5% increase in production in India to 10.77 million tons. China accounts for 44% of the total casting production in the World and India & USA combined 20% of total Production.

Brazil, last year 7th largest casting producing nation, has experienced two straight years of double digit percentage decreases in production. It now sits at the nine spot of the World's top 10. The remaining 2015 top 10 casting nations by tonnage are Japan at 5.4 million tonnes, Germany at 5.3 Million, Russia at 4.2 million, Republic of Korea, at 2.6 Million, Mexico at 2.56 Million, Brazil at 2.32 Million and Italy at 2.03 Million tonnes.

Out of the total 37 participating nations in the census, only 14 countries reported an uptick in production. Of the countries reported growth, India's & Mexico's production growth were the most significant in terms of tonnage, but several small nations also reported double digit percentage increases like Portugal, Romania, Sweden & South Africa.

The total number of casting units in the world is about 47000 down from 48164 in 2010. As global casting production had increased in the last five years, the decrease in plants indicates metalcastings businesses are consolidating and becoming more efficient.

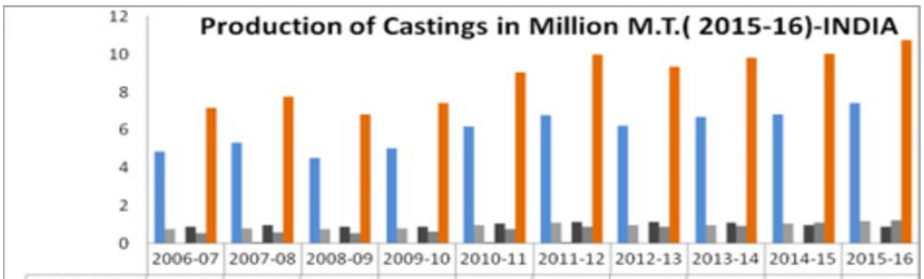
**INDIAN CASTING INDUSTRY**

The Indian Metal casting ( Foundry Industry ) is well established. According to the recent World Census of Castings by Modern Castings, USA, India Ranks as 2nd largest casting producer producing estimated 7.44 Million MT of various grades of Castings as per International standards .

The various types of castings which are produced are ferrous,non ferrous,Aluminium Alloy, graded cast iron,ductile iron,Steel etc for application in Automobiles,Railways, Pumps Compressors & Valves, Diesel Engines,Cement/Electrical/Textile Machinery,Aero & Sanitary pipes & Fittings etc & Castings for special applications.However,Grey iron castings is the major share approx 70 % of total castings produced.

There are approx 4500 units out of which 80% can be classified as Small Scale units & 10% each as Medium & Large Scale units.Approx 500 units are having International Quality Accreditation.The large foundries are modern & globally competitive & are working at nearly full capacity. Most foundries use cupolas using LAM Coke.There is growing awareness about environment & many foundries are switching over to induction furnaces & some units in Agra are changing over to cokeless cupolas.

**Production in Million Tonnes:**




| | 2006-07 | 2007-08 | 2008-09 | 2009-10 | 2010-11 | 2011-12 | 2012-13 | 2013-14 | 2014-15 | 2015-16 |
|---|---|---|---|---|---|---|---|---|---|---|
| Grey C.I. | 4.87 | 5.332 | 4.532 | 5.05 | 6.18 | 6.798 | 6.254 | 6.7 | 6.83 | 7.41 |
| SG Iron | 0.762 | 0.802 | 0.785 | 0.8 | 0.984 | 1.09 | 0.981 | 1.000 | 1.07 | 1.18 |
| Malleable | 0.0623 | 0.0651 | 0.0605 | 0.0602 | 0.0692 | 0.066 | 0.0604 | 0.060 | 0.06 | 0.05 |
| Steel | 0.914 | 0.964 | 0.916 | 0.88 | 1.07 | 1.14 | 1.158 | 1.100 | 0.968 | 0.88 |
| non ferrous | 0.571 | 0.608 | 0.547 | 0.653 | 0.75 | 0.9 | 0.891 | 0.95 | 1.093 | 1.25 |
| TOTAL | 7.1793 | 7.7711 | 6.8405 | 7.4432 | 9.0532 | 9.994 | 9.3444 | 9.810 | 10.021 | 10.77 |

**Exports Import trends:**

The Exports have been showing healthy trends approx 25-30% YOY till 2011-12 after that there was slow down in export. However, the current exports for FY 2015-16 are approx USD 2.5 billions.

**FOUNDRY CLUSTER: RAJKOT**

Rajkot, located in the state of Gujarat, is an important foundry cluster in Western India. There are about 500 foundry units at Rajkot. The cluster came-up mainly to cater to the casting requirements of the local diesel engine industry. The geographical spread of the cluster includes Aji Vasahat, Gondal Road and Bhavanagar Road areas. Majority of the foundry units at Rajkot produces grey iron castings for the domestic market. A relatively small percentage (about 10%) of the foundry units export castings such as electric motor castings, etc. Apart from oil engines, the foundry units at Rajkot cluster caters to a number of other end-use applications, as can be seen from the table below. Distribution of foundry units at Rajkot by end-use markets

| | |
|---|---|
| Oil engines | 42 % |
| Automotive/textile | 15 % |
| Machine tools | 11 % |
| Pumps/valves | 7 % |
| Others | 25 % |

## SUMMARY OF OUR BUSINESS

### OVERVIEW

Incorporated in 2010, our Company Captain Technocast Limited is engaged in manufacturing of metal casting with high tensile, high-volume, complex thin-wall investment castings and fully-finished casting-based subassemblies and components. Our company has been awarded with an ISO: 9001:2015 certificate for Manufacturing of Investment Casting and its Machined Components. Our manufacturing facility is situated at Shapar (Veraval), Rajkot, Gujarat, India. We manufacture and supply a diverse range of casting including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc.

Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. Our progressive management and cutting edge production technology contribute to our ability to provide our customers with exceptional value in a highly competitive industry. We regularly work directly with customers, helping to design, innovative and cost-effective solutions. In this way, we act as a partner as well as a supplier to our customers, and thereby improve our own competitive position by helping improve theirs.

Our Company has received following awards, certificates and recognition:-

- ISO 9001:2015 for Manufacturing of Investment Casting and its Machined Components, valid till September 14, 2018
- D&B Certificate from SME Rating Agency of India (SMERA) – Our Company vide Certificate No: 85-985-4058 issued on July 23, 2014 was certified to be part of Dun & Bradstreet Global Database.

Our Company was founded by Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia in the year 2010 and the present promoters of our company are Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu, Mr. Shailesh Karshanbhai Bhut, Mrs. Komalben S Bhut, Mr. Smit Vaghajibhai Bhalu and Mr. Dharmesh Pansuriya. The experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over decades in our Industry.

For the period ended March 31, 2017 our Company's Total Income and Restated Profit after Tax was Rs. 1667.59 Lacs and Rs. 132.17 Lacs, respectively. For the year ended March 31, 2016, our Company's Total Income and Restated Profit after Tax were Rs. 1094.66 Lacs and Rs. 26.07 Lacs, respectively. For the year ended March 31, 2015, our Company's Total Income and Restated Profit after Tax was Rs. 1086.67 Lacs and Rs. 9.60 Lacs respectively, compared to our Company's Total Income and Restated Profit after Tax of Rs 842.23 Lacs and Rs. 18.31 Lacs respectively, over previous year ended i.e. March 31, 2014. We have been able to increase our Restated Profit after Tax from fiscal 2014 to fiscal 2017 at a CAGR of 63.92 %.

### COMPETITIVE STRENGTHS

Our principal competitive strengths are:

***Diverse Product Range covering different Industry verticals***

We currently manufacture a large variety of castings products including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc. We have established a strong presence across various segments including commercial and Industrial. We believe that we are insulated to a degree against fluctuation in demand for a specific product because of the wide range of products that we currently offer and our ability to develop new products required by our customers. We believe that our in-house engineering department and the research and development activities that we undertake in each of our product divisions enable us to continuously innovate and develop new products and processes.

***Strong Engineering, Product Development and Technological Capabilities***

We place strong emphasis on engineering and product development to enhance our product range and improve our manufacturing processes. We have in-house laboratories for Chemical Testing, Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection. We have offered a number of cost reduction and value engineering proposals to our customers on the basis of in-house improvements in manufacturing processes which resulted in low input cost and low operation cost. We believe that our engineering expertise and technology driven manufacturing processes have enabled us to deliver our products to our customers in accordance with their designs and specifications in a cost effective manner without compromising on quality. We also believe that we have a relatively low defect rate in our products.

***Experienced and qualified team***

We believe that we benefit significantly from our highly experienced management and technical teams, including, in particular, our Promoter and Chairman, Mr. Rameshbhai Devrajbhai Khichadia, Our Promoter, Mr. Gopal Devrajbhai Khichadia, our Promoter and executive Director, Mr. Anilbhai Vasantbhai Bhalu, and Our whole-time Director Mr. Shailesh Karshanbhai Bhut, their several years of experience in the industry and the markets in which we operate. Our senior management has extensive experience in critical casting manufacturing industry including in operations, business development, quality assurance, customer relationship and human resource management. Our management and technical personnel are supported by other skilled workers who benefit from regular inhouse training initiatives and they are also supported by external consultants with significant industry experience in different geographies. Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. We believe the strength and entrepreneurial vision of our Promoters and management has been instrumental in driving our growth and implementing our strategies. Further we have qualified and experience engineer and technical staff who help us in improving product quality through innovative ideas as well as metallurgical development.

***Quality assurance***

Our Company is an ISO: 9001:2015 certified for Manufacturing of Investment Casting and its Machined Components in manufacturing of metal casting. Our company also has a testing division and an in house laboratory for Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection which is responsible for the final approval of product manufactured also we are out sourcing Magnetic partical and Radiography from qualified and approved vendor. The final product manufactured has to undergo a quality check before it is finally packed and dispatch. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Our Quality assurance has enabled us provide satisfactory performance to our Customer. Our Quality assurance has enabled us provide satisfactory performance to our Customer. To maintain the Quality of the products we follow the Quality management system as per the requirement of the ISO-9001-2015.

***Cost effective production and timely fulfillment of orders***

Our Company has taken various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite in our industry. These steps include identifying quality iron and steel, smooth labour relations, use of an efficient production system and ability to meet large and varied orders due to our capacity and linkages with raw material suppliers. Our Company also has enjoyed good relations with our suppliers and as a consequence, have the benefit of timely supplies of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfillment of orders of our customers. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

**OUR STRATEGIES**

The primary elements of our growth strategies are set forth below.

***Expansion through growth***

As a part of our growth strategy, we believe that strategic investments and acquisitions of businesses engaged in the critical component machining industry may act as an enabler of growing our business. Accordingly, we seek to acquire or invest in business opportunities with critical engine components or machined products manufacturing facilities, market share, growth potential and whose operations, resources, capabilities and strategies are complementary to our Company. We believe such an acquisition would

give us a manufacturing base, complement our existing global business operations and fuel our growth going forward. As on the date of this Prospectus, we have not identified any strategic investment or acquisition opportunities and we seek to enter into any such acquisition on an opportunistic basis.

***Invest in infrastructure and technology***

Our Company believes in making investments for continuously achieving higher levels of excellence in its products and implement dynamic and diverse specifications of our customers. We have invested significantly in equipping our manufacturing facilities with the latest and specialized infrastructure and modern technology. We want to continue to work towards the upgradation and modernization of our infrastructure and technology.

***Improve capacity utilization and increase operational efficiencies***

We are focused on further integrating our operations and improving capacity utilization at our production facilities and optimize product planning across product categories. Higher capacity utilization results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over higher sales, thereby increasing profit margins. We also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to adopt best practices and standards across our production facilities, drawing on our management's expertise and experience in casting. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

***To build-up a professional organization***

As an organization, we believe in transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

***Optimal Utilization of Resources***

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

**Our Location:-**

| | |
|---|---|
| **Registered Office** | Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India |
| **Factories** | Unit – I - Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India<br>Unit – II - Survey No-257, Plot No. 6/9, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India |

## SUMMARY OF OUR FINANCIALS

### ANNEXURE – I
### SUMMARY STATEMENT OF ASSETS AND LIABILITIES (AS RESTATED)

*(Amt. in Rs.)*

| | Particulars | Annx. | As At | | | | |
|---|---|---|---|---|---|---|---|
| | | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | | | Rs. | Rs. | Rs. | Rs. | Rs. |
| **(1)** | **Equity & Liabilities** | | | | | | |
| | Shareholders' Funds | | | | | | |
| | (a) Share Capital | **A** | 41,088,240 | 20,544,120 | 20,544,120 | 12,700,000 | 12,500,000 |
| | (b) Reserves & Surplus | **B** | 15,899,759 | 2,682,324 | 74,956 | (884,603) | (2,715,210) |
| | | | **56,987,999** | **23,226,444** | **20,619,076** | **11,815,397** | **9,784,790** |
| **(2)** | **Non Current Liabilities** | | | | | | |
| | (a) Long-term borrowings | **C** | 21,128,070 | 16,970,340 | 19,770,438 | 21,102,415 | 20,183,146 |
| | (b) Deferred tax liabilities (net) | | - | - | - | - | - |
| | (c) Other Long-term Liabilities | | - | - | - | - | - |
| | (d) Long-term provisions | **D** | 598,595 | 424,466 | 215,810 | 96,189 | 50,838 |
| | | | **21,726,665** | **17,394,806** | **19,986,248** | **21,198,604** | **20,233,984** |
| **(3)** | **Current liabilities** | | | | | | |
| | (a) Short-term borrowings | **E** | 10,580,821 | 13,995,990 | 15,919,681 | 12,479,119 | 8,535,484 |
| | (b) Trade payables | **F** | 43,053,758 | 27,604,408 | 29,182,388 | 25,890,671 | 23,140,540 |
| | (c) Other current liabilities | **G** | 3,894,970 | 4,637,366 | 5,271,221 | 3,538,980 | 3,276,901 |
| | (d) Short-term provisions | **H** | 9,027,494 | 2,871,054 | 1,881,232 | 1,166,358 | 281,636 |
| | | | **66,557,043** | **49,108,818** | **52,254,522** | **43,075,128** | **35,234,560** |
| | | | | | | | |
| | **Total** | | **145,271,707** | **89,730,068** | **92,859,846** | **76,089,129** | **65,253,335** |
| | | | | | | | |
| | **Assets** | | | | | | |
| **(4)** | **Non-current assets** | | | | | | |
| | (a) Fixed Assets | **I** | 40,670,113 | 26,126,651 | 24,882,662 | 25,352,271 | 25,828,536 |
| | (b) Non-current investments | | - | - | - | - | - |
| | (c) Deferred tax assets (net) | **J** | 763,410 | 366,845 | 444,320 | 225,545 | 1,119,216 |
| | (d) Long-term loans and advances | **K** | 2,571,402 | 1,440,601 | 1,299,099 | 1,641,256 | 1,546,106 |
| | (e) Other non-current assets | | - | - | - | - | - |
| | | | **44,004,925** | **27,934,097** | **26,626,081** | **27,219,072** | **28,493,858** |
| **(5)** | **Current Assets** | | | | | | |
| | (a) Current Investments | | - | - | - | - | - |
| | (b) Inventories | **L** | 30,300,667 | 15,785,044 | 17,065,062 | 16,113,223 | 15,566,466 |
| | (c) Trade Receivables | **M** | 64,824,654 | 44,025,985 | 48,345,070 | 30,897,610 | 18,461,236 |
| | (d) Cash & Bank Balances | **N** | 463,092 | 657,138 | 64,242 | 548,121 | 45,451 |
| | (e) Short Term Loans & Advances | **O** | 5,444,125 | 1,126,780 | 552,466 | 1,199,502 | 2,558,148 |
| | (f) Other Current Assets | **P** | 234,244 | 201,024 | 206,925 | 111,601 | 128,176 |
| | | | **101,266,782** | **61,795,971** | **66,233,765** | **48,870,057** | **36,759,477** |
| | | | | | | | |
| | **Total** | | **145,271,707** | **89,730,068** | **92,859,846** | **76,089,129** | **65,253,335** |

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-II**
**STATEMENT OF PROFIT AND LOSS (AS RESTATED)**

*(Amt. in Rs.)*

| Particulars | Annx | For the Year ended | | | | |
|---|---|---|---|---|---|---|
| | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Continuing Operations** | | | | | | |
| **Revenue from operations:** | | | | | | |
| - Revenue From Sale of Products | **Q** | 166,095,124 | 108,893,073 | 108,495,918 | 78,561,424 | 37,400,593 |
| - Other Operating Income | | 546,203 | 362,694 | 127,616 | 5,455,205 | 4,932,959 |
| **Net Revenue from operations** | | **166,641,327** | **109,255,767** | **108,623,534** | **84,016,629** | **42,333,552** |
| Other income | **Q** | 117,174 | 210,332 | 43,446 | 205,925 | 126,055 |
| **Total Revenue (A)** | | **166,758,501** | **109,466,099** | **108,666,980** | **84,222,554** | **42,459,607** |
| **Expenses:** | | | | | | |
| Cost of Materials & Stores Consumed | **R** | 104,346,595 | 77,207,068 | 81,584,813 | 61,676,771 | 30,514,416 |
| Changes in inventories of finished goods, WIP and Stock-in-Trade | **S** | (9,810,571) | (2,441,302) | (3,452,899) | (1,460,512) | (573,389) |
| Employee benefits expense | **T** | 8,351,481 | 6,164,674 | 4,668,500 | 3,202,392 | 2,439,028 |
| Other expenses | **U** | 37,250,923 | 18,394,739 | 18,438,229 | 11,947,609 | 7,988,516 |
| **Total Expenses (B)** | | **140,138,428** | **99,325,179** | **101,238,643** | **75,366,260** | **40,368,571** |
| **Earnings Before Interest, Taxes, Depreciation & Amortization** | | **26,620,073** | **10,140,920** | **7,428,337** | **8,856,294** | **2,091,036** |
| Finance costs | **V** | 2,556,871 | 2,292,085 | 1,446,841 | 2,938,480 | 2,834,689 |
| Depreciation and amortization expenses | | 4,115,704 | 3,765,427 | 4,416,219 | 3,185,827 | 3,090,773 |
| **Profit before exceptional items, extraordinary items and tax (C=A-B)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| Exceptional items **(D)** | | - | - | - | - | - |
| **Profit before extraordinary items and tax (E=C-D)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| Extraordinary items **(F)** | | - | - | - | - | - |
| **Profit before tax (G=E-F)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| **Provision for Tax** | | | | | | |
| - Current Tax | | 7,125,713 | 1,451,084 | 793,005 | 379,179 | - |
| - Tax adjustment of prior years | | 915 | (410,934) | 31,488 | - | - |
| - Deferred Tax Liability / (Asset) | | (396,564) | 77,475 | (218,775) | 893,671 | (1,119,216) |
| - MAT Credit Entitlement | | - | 358,415 | - | (371,470) | - |
| **Tax Expense For The Year (H)** | | **6,730,063** | **1,476,039** | **605,718** | **901,380** | **(1,119,216)** |
| **Restated profit after tax from Continuing Operations (I=G-H)** | | **13,217,435** | **2,607,368** | **959,559** | **1,830,607** | **(2,715,210)** |
| **Profit from Discontinuing Operations (J)** | | - | - | - | - | - |
| **Restated profit for the year from total operations (K=I+J)** | | **13,217,435** | **2,607,368** | **959,559** | **1,830,607** | **(2,715,210)** |
| 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**
**CASHFLOW STATEMENT (AS RESTATED)**

*(Amt. In Rs.)*

| Particulars | For the Year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **1.Cash Flow From Operating Activities:** | | | | | |
| **Net Profit before tax and extraordinary item** | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| *Adjustments for:* | | | | | |
| Depreciation and amortization expense | 4,115,704 | 3,765,427 | 4,416,219 | 3,185,827 | 3,090,773 |
| Finance Cost | 2,556,871 | 2,292,085 | 1,446,841 | 2,938,480 | 2,834,689 |
| Interest Received / Other Non Operative Receipts | (147,906) | (111,190) | (123,189) | (228,707) | (135,486) |
| **Operating Profit before Changes in Operating Assets & Liabilities** | **26,472,167** | **10,029,730** | **7,305,148** | **8,627,587** | **1,955,550** |
| *Adjustments for:* | | | | | |
| Inventories | (14,515,623) | 1,280,018 | (951,839) | (546,757) | (15,267,483) |
| Trade Receivables | (20,798,669) | 4,319,085 | (17,447,460) | (12,436,374) | (18,461,236) |
| Short Term & Long Term Loans & Advances | (3,439,729) | (180,138) | 747,109 | 1,775,269 | 9,009 |
| Other Current Assets | (33,220) | 5,901 | (95,324) | 16,575 | (101,556) |
| Trade Payables | 15,449,350 | (1,577,980) | 3,291,717 | 2,750,131 | 22,114,116 |
| Other Current Liabilities | (742,396) | (633,855) | 1,732,241 | 262,079 | 1,092,169 |
| Short term Provisions | 481,811 | 331,743 | 301,048 | 505,543 | 276,636 |
| Long term Provisions | 174,129 | 208,656 | 119,621 | 45,351 | 50,838 |
| **Changes in Operating Assets & Liabilities** | **(23,424,347)** | **3,753,430** | **(12,302,887)** | **(7,628,183)** | **(10,287,507)** |
| Cash Flow from Extra-Ordinary Items | - | - | - | - | - |
| **Cash Generated from Operations** | **3,047,820** | **13,783,160** | **(4,997,739)** | **999,404** | **(8,331,957)** |
| Taxes Paid | 3,460,416 | 1,276,164 | 168,583 | 140,303 | 126,292 |
| **Net Cash from Operating Activities** | **(412,596)** | **12,506,996** | **(5,166,322)** | **859,101** | **(8,458,249)** |
| **2. Cash Flow From Investing Activities:** | | | | | |
| Fixed Assets Purchased (Net) | (18,659,166) | (5,009,416) | (3,946,610) | (2,709,562) | (3,790,329) |
| Interest Received/ Other Non Operative Receipts | 147,906 | 111,190 | 123,189 | 228,707 | 135,486 |
| **Net Cash from Investing Activities** | **(18,511,260)** | **(4,898,226)** | **(3,823,421)** | **(2,480,855)** | **(3,654,843)** |
| **3. Cash Flow From Financing Activities:** | | | | | |
| Proceeds from issue of shares | 20,544,120 | - | 7,844,120 | 200,000 | 2,500,000 |
| Proceeds from Short term borrowings | (3,415,169) | (1,923,691) | 3,440,562 | 3,943,635 | 8,535,484 |
| Proceeds from Long term borrowings | 4,157,730 | (2,800,098) | (1,331,977) | 919,269 | 2,807,194 |
| Finance Cost | (2,556,871) | (2,292,085) | (1,446,841) | (2,938,480) | (2,834,689) |
| **Net Cash from Financing Activities** | **18,729,810** | **(7,015,874)** | **8,505,864** | **2,124,425** | **11,007,989** |
| **Net Increase/ (Decrease) in Cash & Cash Equivalents** | (194,046) | 592,896 | (483,879) | 502,670 | (1,105,104) |
| **Cash & Cash Equivalents at the beginning of the year** | 657,138 | 64,242 | 548,121 | 45,451 | 1,150,554 |
| **Cash & Cash Equivalents at the end of the year** | **463,092** | **657,138** | **64,242** | **548,121** | **45,451** |

**Note:**

**1. Components of Cash & Cash Equivalents :**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| Cash on Hand | 375,451 | 526,003 | 54,242 | 514,349 | 34,685 |
| Balances with Scheduled Banks | | | | | |
| In Current Accounts | 87,641 | 131,135 | 10,000 | 33,772 | 10,766 |
| In Deposit Accounts | - | - | - | - | - |
| **Total Cash & Cash Equivalents** | **463,092** | **657,138** | **64,242** | **548,121** | **45,451** |

2. 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).

3. Figures in Brackets represents outflow.

4. 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 PROSPECTUS | |
|---|---|
| **Equity Shares Offered:**<br>Public Issue of Equity Shares by our Company | 14,25,000 Equity Shares of ₹ 10/- each for cash at a price of ₹40.00 per share aggregating to ₹ 570 Lakhs. |
| ***Of which:*** | |
| ***Fresh Issue*** [(1)] | 8,25,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 40.00 per share aggregating to ₹ 330 Lakhs. |
| ***Offer for Sale*** [(2)] | 6,00,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 40.00 per share aggregating to ₹ 240 Lakhs. |
| ***Of which:*** | |
| **Issue Reserved for the Market Makers** | 75,000 Equity Shares of ₹10/- each for cash at a price of ₹ 40.00 per share aggregating to ₹ 30 Lakhs. |
| **Net Issue to the Public*** | 13,50,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 40.00 per share aggregating to ₹ 540 Lakhs. |
| | **of which** |
| | 6,75,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 40.00 per share (including a premium of ₹ 30.00 Equity Share) will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lacs |
| | 6,75,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 40.00 per share (including a premium of ₹ 30.00 Equity Share) will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lacs |
| **Pre and Post – Issue Equity Shares** | |
| **Equity Shares outstanding prior to the Issue** | 4,280,025 Equity Shares of face value of ₹ 10 each |
| **Equity Shares outstanding after the Issue** | 5,105,025 Equity Shares of face value of ₹10 each |
| **Use of Net Proceeds by our Company** | Please see the chapter titled "Objects of the Issue" on page 98 of this Prospectus |

[(1)] *Fresh Issue of 8,25,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated April 29, 2017 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on June 14, 2017*

[(2)] *The offer for sale by* Mr. Rameshbhai Devrajbhai Khichadia, Mrs. Sangeetaben Rameshbhai Khichadia, Mr. Ritesh Rameshbhai Khichadia, Mr. Dipak Durlabhbhai Bhut, Mr. Dharmeshbhai B. Dadhaniya, Mr. Kanji Moahanbhai Pansuria, Mrs. Rashmita S. Bhalu, Mrs. Sonalben S. Bhut, Mr. Vaghajibhai Govabhai Bhalu and Mr. Kaushikbhai Vashrambhai Mori *("Selling Shareholders") for 6,00,000 equity shares authorized by their respective undertaking dated May 16, 2017. It has been authorized pursuant to a resolution of our Board of Directors dated May 17, 2017 and by special resolution passed under Section 28 of the Companies Act, 2013 at the Annual General Meeting of the members held on June 14, 2017*

a) The Selling Shareholders severally and not jointly, specifically confirms that their portion of the Offered shares by each of them by way of the offer, are eligible in accordance with the ICDR Regulations.

b) 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 see the section titled "Issue Structure" beginning on page 267 of the Prospectus.

c) *As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, the present issue is a fixed price issue 'the allocation' is the net offer to the public category shall be made as follows:
   a) Minimum fifty percent to retail individual investors; and
   b) Remaining to
      (i) Individual applicants other than retail individual investors; and
      (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
   c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to the chapter titled **"**Issue Structure**"** beginning on page 267 of the prospectus.

## GENERAL INFORMATION

Our Company was originally incorporated on July 20, 2010 as "Captain Technocast Private Limited" vide Registration no. 061678 (CIN: U27300GJ2010PTC061678) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Later, our Company was converted into Public Limited Company and consequently name of the Company was changed to "Captain Technocast Limited" vide Shareholder's Resolution passed at the Extra Ordinary General Meeting of the Company held on April 08, 2017 and a fresh Certificate of Incorporation dated April 21, 2017 issued by the Registrar of Companies, Gujarat, Ahmedabad.

For further details please refer to chapter titled "History and Certain Corporate Matters" beginning on page 143 of this Prospectus.

### Registered Office of our Company

**Captain Technocast Limited**
Survey No.-257, Plot No. 4,
N. H. No. 8-B, Shapar (Veraval),
Rajkot, Gujarat-360002
Tel. No. +91-2827-252411
E-mail: compliance@captaintechnocast.com
Website: www.captaintechnocast.com
Corporate Identification Number: U27300GJ2010PLC061678
Registration Number: 061678

### Factories Address

**Captain Technocast Limited**

**Unit –I:**
Survey No.-257, Plot No. 4,
N. H. No. 8-B, Shapar (Veraval),
Rajkot, Gujarat-360002, India

**Unit –II:**
Plot No. 6/9, Revenue Survey No. 257/P
Village Shapar, Taluka Kotda-Sangani,
Rajkot, Gujarat, India

### Address of Registrar of Companies

**Registrar of Companies, Ahmedabad, Gujarat**
ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpur,
Ahmedabad- 380013, Gujarat, India
Phone: 079-27437597
Fax: 079-27438371
Email: roc.ahmedabad@mca.gov.in
Website: http://www.mca.gov.in

### Board of Directors of our Company

The Board of Directors of our Company consists of:

| Name | Designation | Address | DIN |
|---|---|---|---|
| Mr. Anilbhai Vasantbhai Bhalu | Managing Director | 302 – Vinayak Apartment, Behind Balaji Hall, 150 Feet Ring Road, Rajkot, Mavdi, Kotda | 03159038 |

| | | | |
|---|---|---|---|
| | | Sangani, Rajkot – 360004, Gujarat, India | |
| Mr. Shailesh Karshanbhai Bhut | Whole time Director | Darshan Society, Block No.4, Street No. 3, N.H. No. 8b, Veraval Rajkot 360002 Gujarat, India | 03324485 |
| Mr. Rameshbhai Devrajbhai Khichadia | Chairman and Non Executive Director | A-13, Aalap Avenue University Road Rajkot 360005 Gujarat, India | 00087859 |
| Mr. Gopal Devrajbhai Khichadia | Non Executive Director | Krishna Abhishek Bunglows, Dwarikadham Society, Satyasai Hear Hospital Road, Near Indralok Residency, Rajkot – 360005, Gujarat, India | 00127947 |
| Mrs. Pravinaben M Paghdal | Additional Independent Director | Block No.A-33, Adarsh Residency ,Pipaliya Pal Rib, Rajkot- 360311, Gujarat, India | 07868968 |
| Mr. Jentilal Popatbhai Godhat | Additional Independent Director | 31-Chitrakutdham Society, B/H I.O.C Quarter Kalawad Road Sau Uni Area Rajkot 360005 Gujarat, India | 07869033 |

For further details of the Directors of our Company, please refer to the chapter titled "Our Management" on page 147 of this Prospectus.

**Company Secretary and Compliance Officer**

**Mr. Ankur Pradumanbhai Makwana**
Survey No.-257, Plot No. 4,
N. H. No. 8-B, Shapar (Veraval),
Rajkot, Gujarat-360002
Tel. No. +91-2827-252411
E-mail: compliance@captaintechnocast.com
Website: www.captaintechnocast.com

**Chief Financial Officer**

**Mr. Prashant Bhupatbhai Bhatti .**
Survey No.-257, Plot No. 4,
N. H. No. 8-B, Shapar (Veraval),
Rajkot, Gujarat-360002
Tel. No. +91-2827-252411
E-mail: account@captaintechnocast.com
Website: www.captaintechnocast.com

**Investor Grievances**

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

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

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

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

**Selling Shareholders:-**

The details of our Selling Shareholders are set forth below:

| Sr No | Name of Selling Shareholder | Number of Equity Shares offered for sale |
|---|---|---|
| 1 | Mr. Rameshbhai Devrajbhai Khichadia, | 95000 |
| 2 | Mrs. Sangeetaben Rameshbhai Khichadia, | 80000 |
| 3 | Mr. Ritesh Rameshbhai Khichadia, | 49000 |
| 4 | Mr. Dipak Durlabhbhai Bhut, | 92000 |
| 5 | Mr. Dharmeshbhai B. Dadhaniya | 83500 |
| 6 | Mr. Kanji Moahanbhai Pansuria | 30000 |
| 7 | Mrs. Rashmita S. Bhalu | 45500 |
| 8 | Mrs. Sonalben S. Bhut | 25000 |
| 9 | Mr. Vaghajibhai Govabhai Bhalu | 54000 |
| 10 | Mr. Kaushikbhai Vashrambhai Mori | 46000 |

**Details of Key Intermediaries pertaining to this Issue and our Company:**

**LEAD MANAGER OF THE ISSUE**

**HEM SECURITIES LIMITED**
14/15 Khatau Building, 1st Floor, 40 Bank Street,
Fort, Mumbai – 400001, Maharashtra, India
**Tel No.:**+91-22-49060000
**Fax No.:**+91-22-22625991
**Email:** ib@hemsecurities.com
**Investor Grievance Email:** redressal@hemsecurities.com
**Website:** www.hemsecurities.com
**Contact Person:** Mr. Anil Bhargava
**SEBI Regn. No.:** INM000010981

**LEGAL ADVISOR TO THE ISSUE**

**SINGHI & SINGHI**
**LAW CHAMBERS**
17, Vivek Vihar, Near Vidyashram School
JLN Marg, Jaipur – 302015
Rajasthan, India
Tel: +91- 141 -2709555
Email: anuroopsinghi@yahoo.com
Contact Person: Anuroop Singhi

**REGISTRAR TO THE ISSUE**

**BIGSHARE SERVICES PRIVATE LIMITED**
E-2 Ansa Industrial Estate, Sakivihar Road, Sakinaka.
Andheri (East), Mumbai-400072,
Maharashtra-India
**Tel No.:**+91-022-40430200
**Fax No.:** +91-022-28475207
**Email:** ipo@bigshareonline.com
**Website:** www.bigshareonline.com
**Contact Person:** Mr. Srinivas Dornala
**SEBI Regn. No.:** INR000001385

## BANKERS TO THE COMPANY

**BANK OF BARODA**
Kailashnagar, Kotecha chawk,
Kalawad road, Rajkot, Gujarat, India
**Tel No.:**+91-0281-2451368, +91-0281-2433650,
**Email:** kalawa@bankofbaroda.co.in
**Contact Person:** Mr. M.A. Hussain

## STATUTORY AUDITOR OF THE COMPANY

**M/S. P. GHANSHYAM & CO.**
**Chartered Accountants**
605, Shilp Tower, Godown Marg
Tagore Road, Rajkot -360002
Gujarat, India
**Tel. No:** 0281-2482965
**Email:** pghanshyam.co@gmail.com
**Firm Registration No.:** 103153W
**Contact Person:** G.L. Kathrotia

## PEER REVIEW AUDITOR OF THE COMPANY

**SVK & ASSOCIATES,**
**Chartered Accountants**
**Address:-** C-701-702, Titanium Square,
Thaltej Cross Roads, S. G. Road,
Ahmedabad- 380-059
**Tel No:**+91 (79) 40320800
**Email:** svk@casvk.com
**Firm Registration No.:** 118564W
**Contact Person:** CA. Shilpang Karia

## BANKER TO THE ISSUE

**HDFC BANK LIMITEDFIG**
OPS Department, Lodha I, Think Techno Campus,
Level O-3, Opp. Crompton Greaves
Next to Kanjurmarg Railway Station,
Kanjurmarg (E), Mumbai – 400042
**Tel No:**+91-22-3075 2928/27/2914
**Fax No:** 022-25799801
**Email:** vincent.dsouza@hdfcbank.com, siddharth.jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
**Website:** www.hdfcbank.com
**Contact Person:** Mr. Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil
**SEBI Regn. No.:** INB100000063

**STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

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

**SELF CERTIFIED SYNDICATE BANKS ("SCSBS")**

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on www.sebi.gov.in/pmd/scsb.pdf For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated

Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

**REGISTERED BROKERS**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE at www.bseindia.com, as updated from time to time.

**REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS**

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

**BROKERS TO THE ISSUE**

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

**CREDIT RATING**

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

**IPO GRADING**

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

**DEBENTURE TRUSTEES**

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

**TRUSTEES**

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

**MONITORING AGENCY**

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 1000.00 Lacs.

**APPRAISING ENTITY**

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

**EXPERTS OPINION**

Except for the reports in the section "Financial Information of the Company" and "Statement of Tax Benefits" on page 175 and page 108 of this Prospectus from the Statutory Auditor and Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor and Statutory Auditor for inclusion of their name. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

**WITHDRAWAL OF THE ISSUE**

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

If our Company and/or the Selling Shareholders withdraw the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company and/or the Selling Shareholder. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company and/or the Selling Shareholders withdraw the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company and/or the Selling Shareholders will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

**UNDERWRITING**

The Company, the Selling Shareholders and the Lead Manager to the issue hereby confirm that the issue is 100% Underwritten by Hem Securities Limited in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated July 04, 2017, entered into by Company, the Selling Shareholders and Underwriter **-Hem Securities Limited**, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakh) | % of Total Issue Size Underwritten |
|---|---|---|---|
| **Hem Securities Limited**<br>203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan, India<br>**Tel No.:** 0141-4051000<br>**Website:** www.hemsecurities.com<br>**Email:** underwriter@hemsecurities.com<br>**Contact Person:** Mr. Anil Bhargava<br>**SEBI Regn. No.:** INM000010981 | 14,25,000* Equity Shares of ₹10/- being Issued at ₹ 40.00 each | **570.00** | 100% |

**Includes 75,000 Equity Shares 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 the Board of Directors of our Company, the resources of the above mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

**DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company and the Lead Manager has entered into Market Making Agreement dated July 04, 2017 with the following Market Maker, to fulfill the obligations of Market Making for this Issue:

| | |
|---|---|
| **Name** | **Hem Securities Limited** |
| **Correspondence Address:** | 203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan, India |
| **Tel No.:** | 0141-4051000 |
| **E-mail:** | mm@hemsecurities.com |
| **Website:** | www.hemsecurities.com |
| **Contact Person:** | Mr. Anil Bhargava |
| **SEBI Registration No.:** | INM000010981 |
| **Market Maker Registration 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 issued by the Market Maker(s).

2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE and SEBI from time to time.

3) The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that script provided that he sells his entire holding in that script in one lot along with a declaration to the effect to the selling broker.

4) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is 3000 equity shares; however the same may be changed by the SME Platform of BSE from time to time).

5) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.

6) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

9) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

10) 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.

11) The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.

12) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final

13) The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

    In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106 V of the SEBI (ICDR) Regulations, 2009, as amended. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

14) **Risk containment measures and monitoring for Market Makers**: 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.

15) **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 Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

16) Price Band and Spreads: The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

17) 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 ₹ 20 Crore | 25% | 24% |
| ₹ 20 to ₹ 50 Crore | 20% | 19% |
| ₹ 50 to ₹ 80 Crore | 15% | 14% |
| Above ₹ 80 Crore | 12% | 11% |

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

## CAPITAL STRUCTURE

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

Amount (Rs. in Lacs, except share data)

| Sr. No. | Particulars | Aggregate nominal Value | Aggregate Value at Issue Price |
|---|---|---|---|
| A | **Authorized Share Capital**<br>70,00,000 Equity Shares having Face Value of Rs 10/- each | 700.00 | - |
| B | **Issued, Subscribed & Paid-up Share Capital before the Issue**<br>42, 80,025 Equity Shares having Face Value of Rs.10/- each fully paid up before the Issue. | 428.00 | - |
| C | **Present Issue in terms of the Prospectus^**<br>14, 25,000 Equity Shares having Face Value of Rs.10/- each with a premium of ₹ 30.00 per Equity Share. | 142.50 | 570.00 |
| | **Which Comprises** | | |
| I. | **Reservation for Market Maker portion**<br>75,000 Equity Shares of Rs. 10/- each at a premium of ₹ 30.00 per Equity Share | 7.50 | 30.00 |
| II. | **Net Issue to the Public**<br>13,50,000 Equity Shares of Rs.10/- each at a premium of ₹ 30.00 per Equity Share | 135.00 | 540.00 |
| | **of which** | | |
| | 6,75,000 Equity Shares of Rs.10/- each at a premium of ₹ 30.00 per Equity Share will be available for allocation for allotment to Retail Individual Investors applying for a value of up to Rs. 2.00 Lacs | 67.50 | 270.00 |
| | 6,75,000 Equity Shares of Rs.10/- each at a premium of ₹ 30.00 per Equity Share will be available for allocation for allotment to Other Investors applying for a value of above Rs. 2.00 Lacs | 67.50 | 270.00 |
| D | **Issued, Subscribed and Paid up Equity Share capital after the Issue**<br>51,05,025 Equity Shares having Face Value of ₹ 10/- each | 510.50 | |
| E | **Securities Premium Account**<br>Before the Issue<br>After the Offer | 0.00<br>247.50* | |

**The amount disclosed is prior to deduction of Issue expenses.*

*^Fresh Issue and Offer of Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated April 29, 2017 and by special resolution passed at the Annual General Meeting of the members held on June 14, 2017.*

*The offer for sale by Mr. Rameshbhai Devrajbhai Khichadia, Mrs. Sangeetaben Rameshbhai Khichadia, Mr. Ritesh Rameshbhai Khichadia, Kanji Mohanbhai Pansuria,Mr. Kaushikbhai Vashrambhai Mori, Mr. Vaghajibhai Govabhai Bhalu, Mrs. Rashmita S Bhalu, Mr. Dipak Durlabhbhai Bhut, Mrs. Sonalben S Bhut & Dharmeshbhai B Dadhaniya ("Selling Shareholders") for 6,00,000 Equity Shares authorized by their respective undertaking dated May 16,2017 and has been authorized pursuant to a resolution of our Board of Directors dated May 17, 2017 and by special resolution passed at the Annual General Meeting of the members held on June 14, 2017.*

**Class of Shares**

Our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

**Details of changes in Authorized Share Capital of our Company:**

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

**a)** The initial authorized share capital of our Company was ₹ 1.00 Lakh divided into 10,000 Equity Shares of ₹10/- each. This authorized capital was increased to ₹ 50.00 Lakh divided into 5,00,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on August 16, 2010.

**b)** The authorized capital of our Company of ₹ 50.00 Lakh divided into 5,00,000 Equity Shares of ₹10/- each was increased to ₹ 100.00 Lakh divided into 10,00,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on March 07, 2011.

**c)** The authorized capital of our Company of ₹ 100.00 Lakh divided into 10,00,000 Equity Shares of ₹10/- each was increased to ₹ 125.00 Lakh divided into 12,50,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on August 29, 2012.

**d)** The authorized capital of our Company of ₹ 125.00 Lakh divided into 12,50,000 Equity Shares of ₹10/- each was increased to ₹150.00 Lakh divided into 15,00,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on October 18, 2013.

**e)** The authorized capital of our Company of ₹150.00 Lakh divided into 15,00,000 Equity Shares of ₹10/- each was increased to ₹ 300.00 Lakh divided into 30,00,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on January 23, 2015.

**f)** The authorized capital of our Company of ₹ 300.00 Lakh divided into 30,00,000 Equity Shares of ₹10/- each was increased to ₹ 700.00 Lakh divided into 70,00,000 Equity Shares of ₹ 10/- each pursuant to a resolution passed by our Shareholders in their Extra-ordinary General Meeting held on October 20, 2016.

**Notes to Capital Structure**

**1. Equity Share Capital History of our Company:**

(a) The history of the equity share capital and the securities premium account of our company are set out in the following table:-

| Date of Allotment / Date of Fully Paid Up | No. of Equity Shares allotted | Face Value (Rs.) | Issue Price (Rs.) | Nature of Consideration | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid Up Share Capital ( Rs.) | Cumulative Securities Premium ( Rs.) |
|---|---|---|---|---|---|---|---|---|
| On Incorporation* | 10,000 | 10 | 10 | Cash | Subscription to MOA(i) | 10,000 | 1,00,000 | Nil |
| June 20, 2011 | 9,90,000 | 10 | 10 | Cash | Further Allotment(ii) | 10,00,000 | 1,00,00,000 | Nil |
| December 31, 2012 | 2,50,000 | 10 | 10 | Cash | Further Allotment(iii) | 12,50,000 | 1,25,00,000 | Nil |
| November 16, 2013 | 20,000 | 10 | 10 | Cash | Further Allotment(iv) | 12,70,000 | 1,27,00,000 | Nil |
| January 22, 2015 | 2,24,118 | 10 | 10 | Cash | Right Issue(v) | 14,94,118 | 1,49,41,180 | Nil |
| February 26, 2015 | 5,60,294 | 10 | 10 | Cash | Right Issue (vi) | 20,54,412 | 2,05,44,120 | Nil |
| March 08, 2017 | 10,27,206 | 10 | 10 | Cash | Right Issue (vii) | 30,81,618 | 3,08,16,180 | Nil |
| March 29,2017 | 10,27,206 | 10 | 10 | Cash | Right Issue (viii) | 41,08,824 | 4,10,88,240 | Nil |
| May 04, 2017 | 1,71,201 | 10 | 10 | Cash | Right Issue (ix) | 42,80,025 | 4,28,00,250 | Nil |

* The Shares was subscribed to Initial Subscriber to Memorandum of Association on July 19, 2010
^All the above mentioned shares are fully paid up since the date of allotment.

**Notes:**

***(i)*** ***Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:***

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 5,000 |
| 2. | Mr. Gopal Devrajbhai Khichadia | 5,000 |
| | **Total** | **10,000** |

**(ii)** ***Further allotment of 9,90,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 1,90,000 |
| 2. | Mrs. Sangeetaben Rameshbhai Khichadia | 80,000 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 1,00,000 |
| 4. | Mr. Dharmesh Pansuriya | 40,000 |
| 5. | Mr. Kantilal Manilal Gedia | 15,000 |
| 6. | Mr. Bhaveshbhai K. Gedia | 15,000 |
| 7. | Mr. Kaushikbhai Vashrambhai Mori | 30,000 |
| 8. | Mr. Pankaj Vashrambhai Mori | 20,000 |
| 9. | Mr. Anilbhai Vasantbhai Bhalu | 28,000 |
| 10. | Mrs. Nita Anilbhai Bhalu | 19,000 |
| 11. | Mr. Vaghajibhai Govabhai Bhalu | 54,000 |
| 12. | Mr. Smit Vaghjibhai Bhalu | 24,000 |
| 13. | Mrs. Rashmita S. Bhalu | 25,000 |
| 14. | Mr. Dipak Durlabhbhai Bhut | 33,500 |
| 15. | Mrs. Pushpaben D. Bhut | 33,500 |
| 16. | Mr. Sanjay D. Bhut | 30,500 |
| 17. | Mrs. Komalben S. Bhut | 22,500 |
| 18. | Mr. Shailesh Karshanbhai Bhut | 30,000 |
| 19. | Mrs. Sonalben S. Bhut | 20,000 |
| 20. | Mr. Durllabhbhai P. Bhut | 30,000 |
| 21. | Mr. Bharatbhai M. Dadhaniya | 22,500 |
| 22. | Mr. Dharmeshbhai B. Dadhaniya | 50,000 |
| 23. | Mrs. Ranjan B. Dadhaniya | 27,500 |
| 24. | Mr. Mahershbhai R. Bakaraniya | 30,000 |
| 25. | Mr. Ramjibhai S. Bakaraniya | 20,000 |
| | **Total** | **9,90,000** |

**(iii)** ***Further allotment of 2,50,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Dharmesh Pansuriya | 30,100 |
| 2. | Mr. Bhaveshbhai K. Gedia | 15,000 |
| 3. | Mr. Anilbhai Vasantbhai Bhalu | 9,500 |
| 4. | Mrs. Nita Anilbhai Bhalu | 10,250 |
| 5. | Mr. Smit Vaghjibhai Bhalu | 16,000 |
| 6. | Mrs. Rashmita S. Bhalu | 1,750 |
| 7. | Mr. Dipak Durlabhbhai Bhut | 4,000 |
| 8. | Mrs. Pushpaben D. Bhut | 4,000 |
| 9. | Mr. Sanjay D. Bhut | 7,000 |
| 10. | Mrs. Komalben S. Bhut | 15,000 |
| 11. | Mr. Shailesh Karshanbhai Bhut | 7,500 |

| | | |
|---|---|---|
| 12. | Mrs. Sonalben S. Bhut | 5,000 |
| 13. | Mr. Durllabhbhai P. Bhut | 7,500 |
| 14. | Mr. Bharatbhai M. Dadhaniya | 6,250 |
| 15. | Mr. Dharmeshbhai B. Dadhaniya | 12,500 |
| 16. | Mrs. Ranjan B. Dadhaniya | 6,250 |
| 17. | Mr. Mahershbhai R. Bakaraniya | 6,250 |
| 18. | Mr. Ramjibhai S. Bakaraniya | 6,250 |
| 19. | Mrs. Falguni Kaushikbhai Mori | 12,500 |
| 20. | Mr. Kanjibhai Mohanbhai Pansuria | 25,500 |
| 21. | Mr. Ritesh Rameshbhai Khichadia | 41,900 |
| | **Total** | **2,50,000** |

**(iv)** ***Further allotment of 20,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Dharmesh Pansuriya | 1,500 |
| 2. | Mr. Anilbhai Vasantbhai Bhalu | 1,500 |
| 3. | Mr. Smit Vaghjibhai Bhalu | 1,500 |
| 4. | Mr. Dipak Durlabhbhai Bhut | 1,500 |
| 5. | Mr. Sanjay D. Bhut | 1,500 |
| 6. | Mr. Shailesh Karshanbhai Bhut | 1,000 |
| 7. | Mr. Dharmeshbhai B. Dadhaniya | 2,000 |
| 8. | Mr. Maheshbhai R. Bakaraniya | 1,000 |
| 9. | Mrs. Falguni Kaushikbhai Mori | 1,000 |
| 10 | Mr. Ritesh Rameshbhai Khichadia | 7,500 |
| | **Total** | **20,000** |

***(v)*** ***Right Issue of 2,24,118 Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of Rs. 10/- in ratio of 3 Equity Shares for every 17 Equity Shares held as on Record Date December 27, 2014. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-***

| Name of the Shareholder's | Equity Shares offered | Equity Shares Received/ (Renounced) | Net Balance of Equity Shares | Equity Share Has subscribed | Lapse of Equity Shares | Remarks |
|---|---|---|---|---|---|---|
| Rameshbhai Devrajbhai Khichadia | 34412 | 41365 | 75777 | 75777 | ---------- | Rameshbhai Devrajbhai Khichadia received 14118 equity shares, 18529 Equity Shares and 8718 Equity shares renounced from Sangeetaben Rameshbhai Khichadia, Gopal Devrajbhai Khichadia and Ritesh Rameshbhai Khichadia respectively and has subscribed to 75777 Equity Shares. |
| Sangeetaben Rameshbhai Khichadia | 14118 | (14118) | ---------- | ---------- | ---------- | Sangeetaben Rameshbhai Khichadia has renounced her 14,118 equity shares to Rameshbhai Devrajbhai Khichadia. |
| Gopal Devrajbhai Khichadia | 18529 | (18529) | ---------- | ---------- | ---------- | Gopal Devrajbhai Khichadia has renounced 18529 equity shares to Rameshbhai Devrajbhai Khichadia. |
| Dharmesh | 12635 | ---------- | 12635 | 12635 | ---------- | Dharmesh Pansuriya has |

| | | | | | | |
|---|---|---|---|---|---|---|
| Pansuriya | | | | | | subscribed to 12635 equity shares. |
| Kantilal Manilal Gedia | 2647 | (2647) | ---------- | ---------- | ---------- | Kantilal Manilal Gedia has renounced 2647 equity shares to Bhaveshbhai K. Gediya. |
| Bhaveshbhai K. Gediya | 5294 | 2647 | 7941 | 7941 | ---------- | Bhaveshbhai K. Gediya received 2647 equity shares renounced from Kantilal Manilal Gedia and has subscribed to 7941 Equity Shares. |
| Kaushikbhai Vashrambhai Mori | 5294 | ---------- | 5294 | 5294 | ---------- | Kaushikbhai Vashrambhai Mori has subscribed to 5294 Equity Shares. |
| Pankaj Vashrambhai Mori | 3529 | (3529) | ---------- | ---------- | ---------- | Pankaj Vashrambhai Mori has renounced 3529 equity shares to Falguni Kaushikbhai Mori. |
| Anilbhai Vasantbhai Bhalu | 8899 | 9927 | 18826 | 18826 | ---------- | Anilbhai Vasantbhai Bhalu received 586 Equity Shares and 9341 Equity Shares renounced from Nita Anilbhai Bhalu and Smit Vaghjibhai Bhalu and has subscribed to 9485 Equity Shares. |
| Nita Anilbhai Bhalu | 5162 | (5162) | ---------- | ---------- | ---------- | Nita Anilbhai Bhalu has renounced 586 Equity shares and 4576 equity shares to Anilbhai Vasantbhai Bhalu and Rashmita S. Bhalu respectively. |
| Vaghajibhai Govabhai Bhalu | 9529 | (9529) | ---------- | ---------- | ---------- | Vaghajibhai Govabhai Bhalu has renounced 9529 Equity Shares to Rashmita S. Bhalu |
| Smit Vaghjibhai Bhalu | 9341 | (9341) | ---------- | ---------- | ---------- | Smit Vaghjibhai Bhalu has renounced 9341 Equity Shares to Anilbhai Vasantbhai Bhalu. |
| Rashmita S. Bhalu | 4721 | 14105 | 18826 | 18826 | ---------- | Rashmita S. Bhalu has received 4576 Equity Shares and 9529 Equity Shares renounced from Nita Anilbhai Bhalu and Vaghajibhai Govabhai Bhalu and has subscribed to 18826 Equity Shares. |
| Dipak Durlabhbhai Bhut | 8227 | (8227) | ---------- | ---------- | ---------- | Dipak Durlabhbhai Bhut has renounced 8227 Equity Shares to Pushpaben D. Bhut. |
| Pushpaben D. Bhut | 6618 | 11536 | 18154 | 18154 | ---------- | Pushpaben D. Bhut received 8227 Equity shares and 3309 Equity Shares renounced from Dipak Durlabhbhai Bhut and Durllabhbhai P. Bhut respectively and has subscribed to 18154 Equity Shares. |

| | | | | | | |
|---|---|---|---|---|---|---|
| Sanjay D. Bhut | 8227 | (8227) | ---------- | ---------- | ---------- | Sanjay D. Bhut has renounced 8227 Equity Shares to Komalben S. Bhut |
| Komalben S. Bhut | 6618 | 11536 | 18154 | 18154 | ---------- | Komalben S. Bhut received 8227 Equity Shares and 3309 Equity Shares renounced from Sanjay D. Bhut and Durllabhbhai P. Bhut respectively and has subscribed to 18154 Equity Shares. |
| Shailesh Karshanbhai Bhut | 11276 | 4412 | 15688 | 15688 | ---------- | Shailesh Karshanbhai Bhut received renounced 4412 Equity Shares from Sonalben S. Bhut. |
| Sonalben S. Bhut | 4412 | (4412) | ---------- | ---------- | ---------- | Sonalben S. Bhut has renounced 4412 Equity Shares to Shailesh Karshanbhai Bhut. |
| Durllabhbhai P. Bhut | 6618 | (6618) | ---------- | ---------- | ---------- | Durllabhbhai P. Bhut has renounced his 3309 Equity Shares and 3309 Equity Shares to Pushpaben D. Bhut and Komalben S. Bhut respectively. |
| Bharatbhai M. Dadhaniya | 5074 | ---------- | 5074 | 5074 | ---------- | Bharatbhai M. Dadhaniya has subscribed to 5074 Equity Shares. |
| Dharmeshbhai B. Dadhaniya | 11382 | ---------- | 11382 | 11382 | ---------- | Dharmeshbhai B. Dadhaniya has subscribed to 11382 Equity Shares. |
| Ranjan B. Dadhaniya | 5956 | ---------- | 5956 | 5956 | ---------- | Ranjan B. Dadhaniya has subscribed to 5956 Equity Shares. |
| Falguni Kaushikbhai Mori | 2382 | 3529 | 5911 | 5911 | ---------- | Falguni Kaushikbhai Mori has received 3529 Equity Shares renounced from PankajVashrambhai Mori and has subscribed to 5911 Equity Shares. |
| Kanji Mohanbhai Pansuriya | 4500 | ---------- | 4500 | 4500 | ---------- | Kanji Mohanbhai Pansuriya has subscribed to 4500 Equity Shares. |
| Ritesh Rameshbhai Khichadia | 8718 | (8718) | ---------- | ---------- | ---------- | Ritesh Rameshbhai Khichadia has renounced his 8718 Equity shares to Rameshbhai Devrajbhai Khichadia. |

**The Detail of allotment is as under:**

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 75,777 |
| 2. | Mr. Dharmesh Pansuriya | 12,635 |
| 3. | Mr. Kanji Mohanbhai Pansuriya | 4,500 |
| 4. | Mr. Bhaveshbhai K. Gedia | 7,941 |
| 5. | Mr. Kaushikbhai Vashrambhai Mori | 5,294 |

| | | |
|---|---|---|
| 6. | Mrs. Falguni Kaushikbhai Mori | 5,911 |
| 7. | Mr. Anilbhai Vasantbhai Bhalu | 18,826 |
| 8. | Mrs. Rashmita S. Bhalu | 18,826 |
| 9. | Mrs. Pushpaben D. Bhut | 18,154 |
| 10. | Mrs. Komalben S. Bhut | 18,154 |
| 11. | Mr. Shailesh Karshanbhai Bhut | 15,688 |
| 12. | Mr. Bharatbhai M. Dadhaniya | 5,074 |
| 13. | Mr. Dharmeshbhai B. Dadhaniya | 11,382 |
| 14. | Mrs. Ranjan B. Dadhaniya | 5,956 |
| | **Total** | **2,24,118** |

***(vi)*** ***Right Issue of 5,60,294 Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of Rs. 10/- in ratio of 3 Equity Shares for every 8 Equity Shares held as on Record Date February 06, 2015. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-***

| Name of the Shareholder's | Equity Shares offered | Equity Shares Received/ (Renounced) | Net Balance of Equity Shares | Equity Share Has subscribed | Lapse of Equity Shares | Remarks |
|---|---|---|---|---|---|---|
| Rameshbhai Devrajbhai Khichadia | 101541 | 87900 | 189441 | 189441 | ---------- | Rameshbhai Devrajbhai Khichadia received 30000 Equity Shares, 39375 Equity Shares and 18525 Equity Shares renounced from Sangeetaben Rameshbhai Khichadia, Gopal Devrajbhai Khichadia and Ritesh Rameshbhai Khichadia respectively and Has subscribed to 189441 Equity Shares. |
| Sangeetaben Rameshbhai Khichadia | 30000 | (30000) | ---------- | ---------- | ---------- | Sangeetaben Rameshbhai Khichadia has renounced her 30000 Equity shares to Rameshbhai Devrajbhai Khichadia |
| Gopal Devrajbhai Khichadia | 39375 | (39375) | ---------- | ---------- | ---------- | Gopal Devrajbhai Khichadia has renounced his 39375 Equity shares to Rameshbhai Devrajbhai Khichadia |
| Dharmesh Pansuriya | 31588 | 11250 | 42838 | 42838 | ---------- | Dharmesh Pansuriya has received 11250 Equity Shares renounced from Kanji Mohanbhai Pansuria and has subscribed to 42838 Equity Shares. |
| Kantilal M. Gedia | 5625 | (5625) | ---------- | ---------- | ---------- | Kantilal Manilal Gediahas renounced his 5625 Equity shares to Bhaveshbhai K. Gediya |
| Bhaveshbhai K. Gediya | 14228 | 5625 | 19853 | 19853 | ---------- | Bhaveshbhai K. Gediya received 5625 Equity Shares renounced from Kantilal Manilal Gedia and has subscribed to 19853 Equity Shares. |

| | | | | | | |
|---|---|---|---|---|---|---|
| Kaushikbhai Vashrambhai Mori | 13235 | ---------- | 13235 | 13235 | ---------- | Kaushikbhai Vashrambhai Mori has subscribed to 13235 Equity Shares. |
| Pankaj Vashrambhai Mori | 7500 | (7500) | ---------- | ---------- | ---------- | Pankaj Vashrambhai Mori has renounced his 7500 Equity shares to Falguni Kaushikbhai Mori. |
| Anilbhai Vasantbhai Bhalu | 25971 | 21094 | 47065 | 47065 | ---------- | Anilbhai Vasantbhai Bhalu has received 10969 Equity shares and 10125 Equity Shares renounced from Nita Anilbhai Bhalu and Vaghajibhai Govabhai Bhalu respectively and has subscribed to 47065 Equity Shares. |
| Nita Anilbhai Bhalu | 10969 | (10969) | ---------- | ---------- | ---------- | Nita Anilbhai Bhalu has renounced her 10969 Equity shares to Anilbhai Vasantbhai Bhalu. |
| Vaghajibhai G. Bhalu | 20250 | (20250) | ---------- | ---------- | ---------- | Vaghajibhai Govabhai Bhalu has renounced 10125 Equity Shares and 10125 Equity Shares to Anilbhai Vasantbhai Bhalu and Smit Vaghjibhai Bhalurespectively. |
| Smit Vaghjibhai Bhalu | 19849 | 27216 | 47065 | 47065 | ---------- | Smit Vaghjibhai Bhalu has recieved renounced 10125 Equity Shares and 17091 Equity shares from Vaghajibhai Govabhai Bhalu and Rashmita S. Bhalu respectively and has subscribed to 47065 Equity Shares. |
| Rashmita S. Bhalu | 17091 | (17091) | ---------- | ---------- | ---------- | Rashmita S. Bhalu has renounced 17091 Equity Shares to Smit Vaghjibhai Bhalu |
| Dipak Durlabhbhai Bhut | 17482 | 27902 | 45384 | 45384 | ---------- | Dipak Durlabhbhai Bhut has received renounced 20870 Equity Shares and 7032 from Pushpaben D. Bhut and Sanjay D. Bhut respectively and has subscribed to 45384 Equity Shares. |
| Pushpaben D. Bhut | 20870 | (20870) | ---------- | ---------- | ---------- | Pushpaben D. Bhut has renounced her 20870 Equity shares to Dipak Durlabhbhai Bhut. |
| Sanjay D. Bhut | 17483 | (17483) | ---------- | ---------- | ---------- | Sanjay D. Bhut has renounced his 7032 Equity Shares and 10451 Equity Shares to Dipak Durlabhbhai Bhut and Komalben S. Bhut respectively. |
| Komalben S. | 20870 | 24514 | 45384 | 45384 | ---------- | Komalben S. Bhut has received |

| | | | | | | |
|---|---|---|---|---|---|---|
| Bhut | | | | | | 10451 Equity shares and 14063 Equity Shares renounced from Sanjay D. Bhut and Durllabhbhai P. Bhut respectively and has subscribed to 45384 Equity Shares. |
| Shailesh Karshanbhai Bhut | 29845 | 9375 | 39220 | 39220 | ---------- | Shailesh Karshanbhai Bhut has received 9375 Equity shares renounced from Sonalben S. Bhut and has subscribed to 39220 Equity Shares. |
| Sonalben S. Bhut | 9375 | (9375) | ---------- | ---------- | ---------- | Sonalben S. Bhut has renounced her 9375 Equity Shares to Shailesh Karshanbhai Bhut. |
| Durllabhbhai P. Bhut | 14063 | (14063) | ---------- | ---------- | ---------- | Durllabhbhai P. Bhut has renounced his 14063 Equity Shares to Komalben S. Bhut. |
| Bharatbhai M. Dadhaniya | 12684 | ---------- | 12684 | 12684 | ---------- | Bharatbhai M. Dadhaniya has subscribed 12684 Equity Shares. |
| Dharmeshbhai B. Dadhaniya | 28456 | ---------- | 28456 | 28456 | ---------- | Dharmeshbhai B. Dadhaniya has subscribed 28456 Equity Shares. |
| Ranjan B. Dadhaniya | 14890 | ---------- | 14890 | 14890 | ---------- | Ranjan B. Dadhaniya has subscribed 14890 Equity Shares. |
| Falguni Kaushikbhai Mori | 7279 | 7500 | 14779 | 14779 | ---------- | Falguni Kaushikbhai Mori has received 7500 Equity Shares renounced from Pankaj Vashrambhai Mori and has subscribed to 14779 Equity Shares. |
| Kanji Mohanbhai Pansuria | 11250 | (11250) | ---------- | ---------- | ---------- | Kanji Mohanbhai Pansuria has renounced his 11250 Equity shares to Dharmesh Pansuriya. |
| Ritesh Rameshbhai Khichadia | 18525 | (18525) | ---------- | ---------- | ---------- | Ritesh Rameshbhai Khichadia has renounced his 18525 Equity shares to Rameshbhai Devrajbhai Khichadia. |

**The Detail of allotment is as under:**

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 1,89,441 |
| 2. | Mr. Dharmesh Pansuriya | 42,838 |
| 3. | Mr. Bhaveshbhai K. Gedia | 19,853 |
| 4. | Mr. Kaushikbhai Vashrambhai Mori | 13,235 |
| 5. | Mrs. Falguni Kaushikbhai Mori | 14,779 |
| 6. | Mr. Anilbhai Vasantbhai Bhalu | 47,065 |
| 7. | Mr. Smit Vaghjibhai Bhalu | 47,065 |
| 8. | Mr. Deepakbhai D. Bhut | 45,384 |
| 9. | Mrs. Komalben S. Bhut | 45,384 |
| 10. | Mr. Shaileshbhai K. Bhut | 39,220 |
| 11. | Mr. Bharatbhai M. Dadhaniya | 12,684 |

| | | |
|---|---|---|
| 12. | Mr. Dharmeshbhai B. Dadhaniya | 28,456 |
| 13. | Mrs. Ranjan B. Dadhaniya | 14,890 |
| | **Total** | **5,60,294** |

***(vii)*** ***Right Issue of 10,27,206 Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of Rs. 10/- in ratio of 1 Equity Share for every 2 Equity Shares held as on Record Date February 15, 2017. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-***

| Name of the Shareholder's | Equity Shares offered | Equity Shares Received/ (Renounced) | Net Balance of Equity Shares | Equity Share Has subscribed | Lapse of Equity Shares | Remarks |
|---|---|---|---|---|---|---|
| Rameshbhai Devrajbhai Khichadia | 230109 | ---------- | 230109 | 230109 | ---------- | Rameshbhai Devrajbhai Khichadia has subscribed 230109 Equity Shares. |
| Sangeetaben Rameshbhai Khichadia | 40000 | ---------- | 40000 | 40000 | ---------- | Sangeetaben Rameshbhai Khichadia has subscribed 40000 Equity Shares. |
| Gopal Devrajbhai Khichadia | 52500 | ---------- | 52500 | 52500 | ---------- | Gopal Devrajbhai Khichadia has subscribed 52500 Equity shares. |
| Dharmesh Pansuriya | 63536 | ---------- | 63536 | 63536 | ---------- | Dharmesh Pansuriya has subscribed 63536 Equity Shares. |
| Kantilal Manilal Gedia | 7500 | ---------- | 7500 | 7500 | ---------- | Kantilal Manilal Gedia has subscribed 7500 Equity Shares. |
| Bhaveshbhai K. Gediya | 28897 | ---------- | 28897 | 28897 | ---------- | Bhaveshbhai K. Gediya has subscribed 28897 Equity Shares. |
| Kaushikbhai Vashrambhai Mori | 24265 | ---------- | 24265 | 24265 | ---------- | Kaushikbhai Vashrambhai Mori has subscribed 24265 Equity Shares. |
| Pankaj Vashrambhai Mori | 10000 | ---------- | 10000 | 10000 | ---------- | Pankaj Vashrambhai Mori has subscribed 10000 Equity Shares. |
| Anilbhai Vasantbhai Bhalu | 58160 | 28126 | 86286 | 86286 | ---------- | Anilbhai Vasantbhai Bhalu has received 14625 Equity Shares and 13501 Equity Shares renounced from Nita Anilbhai Bhalu and Vaghajibhai Govabhai Bhalu and has subscribed 86286 Equity Shares. |
| Nita Anilbhai Bhalu | 14625 | (14625) | ---------- | ---------- | ---------- | Nita Anilbhai Bhalu has renounced her 14625 Equity Shares to Anibhai Vasantbhai Bhalu |
| Vaghajibhai Govabhai Bhalu | 27000 | (27000) | ---------- | ---------- | ---------- | Vaghajibhai Govabhai Bhalu has renounced his 13501 Equity shares and 13499 Equity Shares to Anilbhai Vasantbhai Bhalu and Smit Vaghjibhai Bhalu respectively. |
| Smit Vaghjibhai Bhalu | 49998 | 36287 | 86285 | 86285 | ---------- | Smit Vaghjibhai Bhaluhas received 13499 Equity Shares and 22788 Equity Shares |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | | | renounced from Vaghajibhai Govabhai Bhalu and Rashmita S. Bhalu respectively and subscribed to 86285 Equity Shares. |
| Rashmita S. Bhalu | 22788 | (22788) | ---------- | ---------- | ---------- | Rashmita S. Bhalu has renounced her 22788 Equity Shares to Smit Vaghjibhai Bhalu. |
| Dipak Durlabhbhai Bhut | 46002 | 37202 | 83204 | 83204 | ---------- | Dipak Durlabhbhai Bhut has received 27827 Equity Shares and 9375 Equity Shares renounced from Pushpaben D. Bhut and Durllabhbhai P. Bhut respectively and has subscribed 83204 Equity Shares. |
| Pushpaben D. Bhut | 27827 | (27827) | ---------- | ---------- | ---------- | Pushpaben D. Bhut has renounced 27827 Equity Shares to Dipak Durlabhbhai Bhut. |
| Sanjay D. Bhut | 23310 | 59894 | 83204 | 83204 | ---------- | Sanjay D. Bhut has received 50519 Equity Shares and 9375 Equity Shares renounced from Komalben S. Bhut and Durllabhbhai P. Bhut respectively and subscribed 83204 Equity Shares. |
| Komalben S. Bhut | 50519 | (50519) | ---------- | ---------- | ---------- | Komalben S. Bhut has renounced her 50519 Equity Shares to Sanjaybhai D. Bhut |
| Shailesh Karshanbhai Bhut | 59404 | ---------- | 59404 | 59404 | ---------- | Shailesh Karshanbhai Bhut has subscribed 59404 Equity Shares. |
| Sonalben S. Bhut | 12500 | ---------- | 12500 | 12500 | ---------- | Sonalben S. Bhut has subscribed 12500 Equity Shares. |
| Durllabhbhai P. Bhut | 18750 | (18750) | ---------- | ---------- | ---------- | Durllabhbhai P. Bhut has renounced his 9375 Equity Shares and 9375 Equity Shares to Dipak Durlabhbhai Bhut. and Sanjay D. Bhut respectively. |
| Bharatbhai M. Dadhaniya | 23254 | ---------- | 23254 | 23254 | ---------- | Bharatbhai M. Dadhaniya has subscribed 23254 Equity Shares. |
| Dharmeshbhai B. Dadhaniya | 52169 | ---------- | 52169 | 52169 | ---------- | Dharmeshbhai B. Dadhaniya has subscribed 52169 Equity Shares. |
| Ranjan B. Dadhaniya | 27298 | ---------- | 27298 | 27298 | ---------- | Ranjan B. Dadhaniya has subscribed 27298 Equity Shares. |
| Falguni Kaushikbhai Mori | 17095 | ---------- | 17095 | 17095 | ---------- | Falguni Kaushikbhai Mori has subscribed 17095 Equity Shares. |

| | | | | | | |
|---|---|---|---|---|---|---|
| Kanji Mohanbhai Pansuria | 15000 | ---------- | 15000 | 15000 | ---------- | Kanji Mohanbhai Pansuria has subscribed 15000 Equity Shares. |
| Ritesh Rameshbhai Khichadia | 24700 | ---------- | 24700 | 24700 | ---------- | Ritesh Rameshbhai Khichadia has subscribed 24700 Equity Shares. |

**The Detail of allotment is as under:**

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 2,30,109 |
| 2. | Mrs. Sangeetaben Rameshbhai Khichadia | 40,000 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 52,500 |
| 4. | Mr. Dharmesh Pansuriya | 63,536 |
| 5. | Mr. Kantilal M. Gedia | 7,500 |
| 6. | Mr. Bhaveshbhai K. Gedia | 28,897 |
| 7. | Mr. Kaushikbhai Vashrambhai Mori | 24,265 |
| 8. | Mr. Pankaj Vashrambhai Mori | 10,000 |
| 9. | Mr. Anilbhai Vasantbhai Bhalu | 86,286 |
| 10. | Mr. Smit Vaghjibhai Bhalu | 86,285 |
| 11. | Mr. Dipak Durlabhbhai Bhut | 83,204 |
| 12. | Mr. Sanjay D. Bhut | 83,204 |
| 13. | Mr. Shailesh Karshanbhai Bhut | 59,404 |
| 14. | Mrs. Sonalben S. Bhut | 12,500 |
| 15. | Mr. Bharatbhai M. Dadhaniya | 23,254 |
| 16. | Mr. Dharmeshbhai B. Dadhaniya | 52,169 |
| 17. | Mrs. Ranjan B. Dadhaniya | 27,298 |
| 18. | Mrs. Falguni Kaushikbhai Mori | 17,095 |
| 19. | Mr. Kanji Mohanbhai Pansuria | 15,000 |
| 20. | Mr. Ritesh Rameshbhai Khichadia | 24,700 |
| | **Total** | **10,27,206** |

***(viii)*** ***Right Issue of 10,27,206 Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of Rs. 10/- in ratio of 1Equity Share for every 3 Equity Shares held as on Record Date March 09, 2017. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-***

| Name of the Shareholder's | Equity Shares offered | Equity Shares Received/ (Renounced) | Net Balance of Equity Shares | Equity Share Has subscribed | Lapse of Equity Shares | Remarks |
|---|---|---|---|---|---|---|
| Rameshbhai Devrajbhai Khichadia | 230109 | ---------- | 230109 | 230109 | ---------- | Rameshbhai Devrajbhai Khichadia has subscribed 230109 Equity Shares. |
| Sangeetaben Rameshbhai Khichadia | 40000 | ---------- | 40000 | 40000 | ---------- | Sangeetaben Rameshbhai Khichadia has subscribed 40000 Equity Shares. |
| Gopal Devrajbhai Khichadia | 52500 | ---------- | 52500 | 52500 | ---------- | Gopal Devrajbhai Khichadia has subscribed 52500 Equity Shares. |
| Dharmesh Pansuriya | 63536 | ---------- | 63536 | 63536 | ---------- | Dharmesh Pansuriya has subscribed 63536 Equity Shares. |
| Kantilal M. Gedia | 7500 | ---------- | 7500 | 7500 | ---------- | Kantilal Manilal Gediahas subscribed 7500 Equity Shares. |
| Bhaveshbhai K. | 28897 | ---------- | 28897 | 28897 | ---------- | Bhaveshbhai K. Gediya has |

| | | | | | | |
|---|---|---|---|---|---|---|
| Gediya | | | | | | subscribed 28897 Equity Shares. |
| Kaushikbhai Vashrambhai Mori | 24265 | ---------- | 24265 | 24265 | ---------- | Kaushikbhai Vashrambhai Mori has subscribed 24265 Equity Shares. |
| Pankaj Vashrambhai Mori | 10000 | ---------- | 10000 | 10000 | ---------- | Pankaj Vashrambhai Mori has subscribed 10000 Equity Shares. |
| Anilbhai Vasantbhai Bhalu | 67536 | 18750 | 86286 | 86286 | ---------- | Anilbhai Vasantbhai Bhalu has received 9750 Equity Shares and 9000 Equity Shares renounced from Nita Anilbhai Bhalu and Vaghajibhai Govabhai Bhalu respectively and has subscribed for 86286 Equity Shares. |
| Nita Anilbhai Bhalu | 9750 | (9750) | ---------- | ---------- | ---------- | Nita Anilbhai Bhalu has renounced her 9750 Equity Shares to Anilbhai Vasantbhai Bhalu. |
| Vaghajibhai Govabhai Bhalu | 18000 | (18000) | ---------- | ---------- | ---------- | Vaghajibhai Govabhai Bhalu has renounced his 9000 Equity shares and 9000 Equity Shares to Anilbhai Vasantbhai Bhalu and Smit Vaghjibhai Bhalu |
| Smit Vaghjibhai Bhalu | 62093 | 24192 | 86285 | 86285 | ---------- | Smit Vaghjibhai Bhaluhas received 9000 Equity Shares and 15192 Equity Shares renounced from Vaghajibhai Govabhai Bhalu and Rashmita S. Bhalu respectively and has subscribed 86285 Equity Shares. |
| Rashmitaben S. Bhalu | 15192 | (15192) | ---------- | ---------- | ---------- | Rashmita S. Bhalu has renounced her 15192 Equity Shares to Smit Vaghjibhai Bhalu. |
| Dipak Durlabhbhai Bhut | 58403 | 24801 | 83204 | 83204 | ---------- | Dipak Durlabhbhai Bhut has received 18551 Equity Shares and 6250 Equity Shares renounced from Pushpaben D. Bhut and Durllabhbhai P. Bhut respectively and has subscribed 83204 Equity Shares. |
| Pushpaben D. Bhut | 18551 | (18551) | ---------- | ---------- | ---------- | Pushpaben D. Bhut has renounced her 18551 Equity shares to Dipak Durlabhbhai Bhut. |
| Sanjay D. Bhut | 43275 | 39929 | 83204 | 83204 | ---------- | Sanjay D. Bhut has received 33679 Equity Shares and 6250 Equity Shares renounced from Komalben S. Bhut and Durllabhbhai P. Bhut respectively and has subscribed 83204 Equity Shares. |

| | | | | | | |
|---|---|---|---|---|---|---|
| Komalben S. Bhut | 33679 | (33679) | ---------- | ---------- | ---------- | Komalben S. Bhut has renounced her 33679 Equity Shares to Sanjay D. Bhut. |
| Shailesh Karshanbhai Bhut | 59404 | 12500 | 71904 | 71904 | ---------- | Shailesh Karshanbhai Bhut has received 12500 Equity Shares renounced from Sonalben S. Bhut and has subscribed 71904 Equity Shares. |
| Sonalben S. Bhut | 12500 | (12500) | ---------- | ---------- | ---------- | Sonalben S. Bhut has renounced her 12500 Equity Shares to Shaileshbhai K. Bhut. |
| Durllabhbhai P. Bhut | 12500 | (12500) | ---------- | ---------- | ---------- | Durllabhbhai P. Bhut has renounced 6250 Equity Shares and 6250 Equity Shares to Dipak Durlabhbhai Bhut and Sanjay D. Bhut respectively. |
| Bharatbhai M. Dadhaniya | 23254 | ---------- | 23254 | 23254 | ---------- | Bharatbhai M. Dadhaniya has subscribed 23254 Equity Shares. |
| Dharmeshbhai B. Dadhaniya | 52169 | ---------- | 52169 | 52169 | ---------- | Dharmeshbhai B. Dadhaniya has subscribed 52169 Equity Shares. |
| Ranjan B. Dadhaniya | 27298 | ---------- | 27298 | 27298 | ---------- | Ranjan B. Dadhaniya has subscribed 27298 Equity Shares. |
| Falguni Kaushikbhai Mori | 17095 | ---------- | 17095 | 17095 | ---------- | Falguni Kaushikbhai Mori has subscribed 17095 Equity Shares. |
| Kanji Mohanbhai Pansuria | 15000 | ---------- | 15000 | 15000 | ---------- | Kanji Mohanbhai Pansuria has subscribed 15000 Equity Shares. |
| Ritesh Rameshbhai Khichadia | 24700 | ---------- | 24700 | 24700 | ---------- | Ritesh Rameshbhai Khichadia has subscribed 24700 Equity Shares. |

**The Detail of allotment is as under:**

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 2,30,109 |
| 2. | Mrs. Sangeeta R. Khichadia | 40,000 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 52,500 |
| 4. | Mr. Dharmesh Pansuriya | 63,536 |
| 5. | Mr. Kantilal M. Gedia | 7,500 |
| 6. | Mr. Bhaveshbhai K. Gedia | 28,897 |
| 7. | Mr. Kaushikbhai Vashrambhai Mori | 24,265 |
| 8. | Mr. Pankaj Vashrambhai Mori | 10,000 |
| 9. | Mr. Anilbhai Vasantbhai Bhalu | 86,286 |
| 10. | Mr. Smit Vaghjibhai Bhalu | 86,285 |
| 11. | Mr. Dipak Durlabhbhai Bhut | 83,204 |
| 12. | Mr. Sanjay D. Bhut | 83,204 |
| 13. | Mr. Shailesh Karshanbhai Bhut | 71,904 |
| 14. | Mr. Bharatbhai M. Dadhaniya | 23,254 |
| 15. | Mr. Dharmeshbhai B. Dadhaniya | 52,169 |

| | | |
|---|---|---|
| 16. | Mrs. Ranjan B. Dadhaniya | 27,298 |
| 17. | Mrs. Falguni Kaushikbhai Mori | 17,095 |
| 18. | Mr. Kanji Mohanbhai Pansuria | 15,000 |
| 19. | Mr. Ritesh Rameshbhai Khichadia | 24,700 |
| | **Total** | **10,27,206** |

***(ix)*** ***Right Issue of 1,71,201Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of Rs. 10/- in ratio of 1 Equity Share for every 24 Equity Shares held as on Record Date April 13, 2017. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-***

| Name of the Shareholder's | Equity Shares offered | Equity Shares Received/ (Renounced) | Net Balance of Equity Shares | Equity Share Has subscribed | Lapse of Equity Shares | Remarks |
|---|---|---|---|---|---|---|
| Rameshbhai Devrajbhai Khichadia | 38352 | (26696) | 11656 | 11656 | ---------- | Rameshbhai Devrajbhai Khichadia has renounced her 26696 Equity Shares to Divyesh P Bhalu and has subscribed for remaining 11656 Equity Shares. |
| Sangeetaben Rameshbhai Khichadia | 6667 | (4641) | 2026 | 2026 | ---------- | Sangeetaben Rameshbhai Khichadia has renounced her 4641 Equity Shares to Divyesh P Bhalu and has subscribed for remaining 2026 Equity Shares. |
| Gopal Devrajbhai Khichadia | 8750 | (6091) | 2659 | 2659 | ---------- | Gopal Devrajbhai Khichadia has renounced 6091 Equity Shares to Divyesh P Bhalu and has subscribed for remaining 2659 Equity Shares. |
| Dharmesh Pansuriya | 10589 | (7370) | 3219 | 3219 | ---------- | Dharmesh Pansuriya has renounced his 3660 Equity shares and 3710 Equity Shares to Parshotambhai Bhalu and Pravinbhai Movaliya respectively and has subscribed for remaining 3219 Equity Shares. |
| Kantilal Manilal Gedia | 1250 | (1250) | ---------- | ---------- | ---------- | Kantilal Manilal Gediahas renounced his 1250 Equity shares to Jagdishbhai Pravinbhai Movaliya. |
| Bhaveshbhai K. Gediya | 4816 | (4816) | ---------- | ---------- | ---------- | Bhaveshbhai K. Gediya has renounced 4816 Equity Shares to Jagdishbhai Pravinbhai Movaliya. |
| Kaushikbhai Vashrambhai Mori | 4044 | (1647) | 2397 | 2397 | ---------- | Kaushikbhai Vashrambhai Mori has renounced his 1647 Equity Shares to Jagdishbhai Pravinbhai Movaliya and has subscribed remaining 2397 Equity Shares. |
| Pankaj Vashrambhai Mori | 1667 | (1667) | ---------- | ---------- | ---------- | Pankaj Vashrambhai Mori has renounced his 1667 Equity Shares to Jagdishbhai Pravinbhai Movaliya |

| | | | | | | |
|---|---|---|---|---|---|---|
| Anilbhai Vasantbhai Bhalu | 12037 | (8010) | 4027 | 4027 | ---------- | Anilbhai Vasantbhai Bhalu has renounced his 8010 Equity Shares to Jagdishbhai Pravinbhai Movaliya and has subscribed remaining 4027 Equity Shares. |
| Nita Anilbhai Bhalu | 1219 | (1219) | ---------- | ---------- | ---------- | Nita Anilbhai Bhalu has renounced her 1219 Equity Shares to Jagdishbhai Pravinbhai Movaliya. |
| Vaghajibhai Govabhai Bhalu | 2250 | (2250) | ---------- | ---------- | ---------- | Vaghajibhai Govabhai Bhalu has renounced his 2250 Equity Shares to Jagdishbhai Pravinbhai Movaliya. |
| Smit Vaghjibhai Bhalu | 11357 | (7330) | 4027 | 4027 | ---------- | Smit Vaghjibhai Bhalu has renounced his 7330 Equity Shares to Jagdishbhai Pravinbhai Movaliya and has subscribed for remaining 4027 Equity Shares. |
| Rashmitaben S. Bhalu | 1899 | (1899) | ---------- | ---------- | ---------- | Rashmita S. Bhalu has renounced her 1899 Equity shares to Jagdishbhai Pravinbhai Movaliya. |
| Dipak Durlabhbhai Bhut | 10767 | (6884) | 3883 | 3883 | ---------- | Dipak Durlabhbhai Bhut has renounced hid 6884 Equity Shares to Jagdishbhai Pravinbhai Movaliya and has subscribed for remaining 3883 Equity Shares. |
| Pushpaben D. Bhut | 2319 | (2319) | ---------- | ---------- | ---------- | Pushpaben D. Bhut has renounced her 406 Equity Shares and 1913 Equity Shares to Jagdishbhai Pravinbhai Movaliya and Ronak Jentibhai Vagadiya. |
| Sanjay D. Bhut | 8876 | (4993) | 3883 | 3883 | ---------- | Sanjay D. Bhut has renounced his 4993 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Komalben S. Bhut | 4209 | (4209) | ---------- | ---------- | ---------- | Komalben S. Bhut has renounced her 4209 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Shailesh Karshanbhai Bhut | 10421 | (7065) | 3356 | 3356 | ---------- | Shailesh Karshanbhai Bhut has renounced his 7065 Equity Shares to Ronakkumar Jentibhai Vagadiya and has subscribed for remaining 3356 Equity Shares. |
| Sonalben S. Bhut | 1562 | (1562) | ---------- | ---------- | ---------- | Sonalben S. Bhut has renounced her 1562 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Durllabhbhai P. | 1563 | (1563) | ---------- | ---------- | ---------- | Durllabhbhai P. Bhut has |

| | | | | | | |
|---|---|---|---|---|---|---|
| Bhut | | | | | | renounced his 1563 Equity Shares to Ronakkumar Jentibhai Vagadiya |
| Bharatbhai M. Dadhaniya | 3876 | (3876) | ---------- | ---------- | ---------- | Bharatbhai M. Dadhaniya has renounced 3876 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Dharmeshbhai B. Dadhaniya | 8695 | (3902) | 4793 | 4793 | ---------- | Dharmeshbhai B. Dadhaniya has renounced 3902 Equity shares to Ronakkumar Jentibhai Vagadiya and has subscribed for remaining 4793 Equity Shares. |
| Ranjan B. Dadhaniya | 4550 | (4550) | ---------- | ---------- | ---------- | Ranjan B. Dadhaniya has renounced her 4550 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Falguni Kaushikbhai Mori | 2849 | (2849) | ---------- | ---------- | ---------- | Falguni Kaushikbhai Mori has renounced her 2849 Equity Shares to Ronakkumar Jentibhai Vagadiya. |
| Kanji Mohanbhai Pansuria | 2500 | (1740) | 760 | 760 | ---------- | Kanji Mohanbhai Pansuria has renounced 1740 Equity Shares to Ronakkumar Jentibhai Vagdiya and has subscribed remaining 760 Equity Shares. |
| Ritesh Rameshbhai Khichadia | 4117 | (2866) | 1251 | 1251 | ---------- | Ritesh Rameshbhai Khichadia has renounced his 2866 Equity Shares to Ronakkumar Jentibhai Vagadiya and has subscribed for remaining 1251 Equity Shares. |
| Ronakkumar Jentibhai Vagadiya | ---------- | 41088 | 41088 | 41088 | ---------- | Ronakkumar Jentibhai Vagadiya has received 4550 Equity Shares , 1563 Equity Shares , 7065 Equity Shares ,2866 Equity Shares , 4209 Equity Shares , 1562 Equity Shares , 4993 Equity Shares ,3902 Equity Shares ,1913 Equity Shares , 3876 Equity Shares ,1740 Equity Shares and 2849 Equity Shares renounced from Ranjan B. Dadhaniya , Durllabhbhai P. Bhut , Shailesh Karshanbhai Bhut ,Ritesh Rameshbhai Khichadia , Komalben S. Bhut ,Sonalben S. Bhut , Sanjay D. Bhut and Dharmeshbhai B. Dadhaniya , Pushpaben D. Bhut and Bharatbhai M. Dadhaniya, Kanji Mohanbhai Pansuria and Falguni Kaushikbhai Mori respectively |

| | | | | | | |
|---|---|---|---|---|---|---|
| Divyesh P Bhalu | ---------- | 41088 | 41088 | 41088 | ---------- | Divyesh P Bhalu has received 3660 Equity Shares, 6091 Equity Shares , 4641 Equity Shares and 26696 Equity Shares renounced from Dharmesh Pansuriya ,Gopal Devrajbhai Khichadia , Sangeetaben Rameshbhai Khichadia and Rameshbhai Devrajbhai Khichadia respectively. |
| Jagdishbhai Pravinbhai Movaliya | ---------- | 41088 | 41088 | 41088 | ---------- | Jagdishbhai Pravinbhai Movaliya has received 3710 Equity Shares ,1250 Equity Shares , 6884 Equity Shares ,2250 Equity Shares, 406 Equity Shares, 4816 Equity Shares, 1219 Equity Shares ,1899 Equity Shares ,7330 Equity Shares, 1667 Equity Shares, 1647 Equity Shares and 8010 Equity Shares renounced from Dharmesh Pansuriya , Kantilal Manilal Gedia, Dipak Durlabhbhai Bhut , Vaghajibhai Govabhai Bhalu and Pushpaben D. Bhut Bhaveshbhai K. Gediya and Nita Anilbhai Bhalu and Rashmita S. Bhalu , Smit Vaghajibhai Bhalu , Pankaj Vashrambhai Mori and Kaushikbhai Vashrambhai Mori and Anilbhai Vasantbhai Bhalu respectively. |

**The Detail of allotment is as under:**

| S. No. | Names of Person | Number of Shares Allotted |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 11,656 |
| 2. | Mrs. Sangeeta R. Khichadia | 2,026 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 2,659 |
| 4. | Mr. Dharmesh Pansuriya | 3,219 |
| 5. | Mr. Kaushikbhai Vashrambhai Mori | 2,397 |
| 6. | Mr. Anilbhai Vasantbhai Bhalu | 4,027 |
| 7. | Mr. Smit Vaghjibhai Bhalu | 4,027 |
| 8. | Mr. Dipak Durlabhbhai Bhut | 3,883 |
| 9. | Mr. Sanjay D. Bhut | 3,883 |
| 10. | Mr. Shailesh Karshanbhai Bhut | 3,356 |
| 11. | Mr. Dharmeshbhai B. Dadhaniya | 4,793 |
| 12. | Mr. Kanji Mohanbhai Pansuria | 760 |
| 13. | Mr. Ritesh Rameshbhai Khichadia | 1,251 |
| 14. | Divyesh P Bhalu | 41,088 |
| 15. | Mr. Ronakkumar Jentibhai Vagadia | 41,088 |
| 16. | Mr. Jagdishbhai Pravinbhai Movaliya | 41,088 |
| | **Total** | **1,71,201** |

b) As on the date of the Prospectus, our Company does not have any preference share capital.

**2. Issue of Equity Shares for consideration other than cash**

We have not issued any Equity Shares for consideration other than cash.

**3. Details of Allotment made in the last two years preceding the date of the Prospectus**:

Except as mentioned in point 1 (a) (vii) (viii) and (ix) above, we have not issued any Equity Shares in the last two years preceding the date of the Prospectus.

**4.** No Equity Shares have been allotted pursuant to any scheme approved under Section 230-233 of the Companies Act, 2013.

**5.** We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

**6.** Except as mentioned below, no Equity Shares have been issued which may at price below the Issue Price within last one year from the date of the Prospectus.

| Date of Allotment | Allottees | No. of Equity Shares Allotted | Face Value (in ₹) | Issue Price (in ₹) | Reason for Allotment | Category of Allottees |
|---|---|---|---|---|---|---|
| March 08, 2017 | Mr. Rameshbhai Devrajbhai Khichadia | 2,30,109 | 10 | 10 | Right Issue in the ratio of 1 Equity Share for every 2 Equity Shares held as on record date i.e. February 15, 2017 | Promoter |
| | Mrs. Sangeetaben Rameshbhai Khichadia | 40,000 | | | | Promoter Group |
| | Mr. Gopal Devrajbhai Khichadia | 52,500 | | | | Promoter |
| | Mr. Dharmesh Pansuriya | 63,536 | | | | Promoter |
| | Mr. Kantilal M. Gedia | 7,500 | | | | Promoter Group |
| | Mr. Bhaveshbhai K. Gedia | 28,897 | | | | Promoter Group |
| | Mr. Kaushikbhai Vashrambhai Mori | 24,265 | | | | Promoter Group |
| | Mr. Pankaj Vashrambhai Mori | 10,000 | | | | Promoter Group |
| | Mr. Anilbhai Vasantbhai Bhalu | 86,286 | | | | Promoter |
| | Mr. Smit Vaghjibhai Bhalu | 86,285 | | | | Promoter |
| | Mr. Dipak Durlabhbhai Bhut | 83,204 | | | | Promoter Group |
| | Mr. Sanjay D. Bhut | 83,204 | | | | Promoter Group |
| | Mr. Shailesh Karshanbhai Bhut | 59,404 | | | | Promoter |
| | Mrs. Sonalben S. Bhut | 12,500 | | | | Promoter Group |
| | Mr. Bharatbhai M. Dadhaniya | 23,254 | | | | Promoter Group |
| | Mr. Dharmeshbhai B. Dadhaniya | 52,169 | | | | Promoter Group |
| | Mrs. Ranjan B. Dadhaniya | 27,298 | | | | Promoter Group |
| | Mrs. Falguni Kaushikbhai Mori | 17,095 | | | | Promoter Group |
| | Mr. Kanji Mohanbhai Pansuria | 15,000 | | | | Promoter Group |
| | Mr. Ritesh Rameshbhai Khichadia | 24,700 | | | | Promoter Group |
| March 29,2017 | Mr. Rameshbhai Devrajbhai Khichadia | 2,30,109 | 10 | 10 | Right Issue in the ratio of 1 Equity | Promoter |
| | Mrs. Sangeetaben Rameshbhai | 40,000 | | | | Promoter Group |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Khichadia | | | | Share for every 3 Equity Shares held as on record date i.e. March 09, 2017 | |
| | Mr. Gopal Devrajbhai Khichadia | 52,500 | | | | Promoter |
| | Mr. Dharmesh Pansuriya | 63,536 | | | | Promoter |
| | Mr. Kantilal M. Gedia | 7,500 | | | | Promoter Group |
| | Mr. Bhaveshbhai K. Gedia | 28,897 | | | | Promoter Group |
| | Mr. Kaushikbhai Vashrambhai Mori | 24,265 | | | | Promoter Group |
| | Mr. Pankaj Vashrambhai Mori | 10,000 | | | | Promoter Group |
| | Mr. Anilbhai Vasantbhai Bhalu | 86,286 | | | | Promoter |
| | Mr. Smit Vaghjibhai Bhalu | 86,285 | | | | Promoter |
| | Mr. Dipak Durlabhbhai Bhut | 83,204 | | | | Promoter Group |
| | Mr. Sanjay D. Bhut | 83,204 | | | | Promoter Group |
| | Mr. Shailesh Karshanbhai Bhut | 71,904 | | | | Promoter |
| | Mr. Bharatbhai M. Dadhania | 23,254 | | | | Promoter Group |
| | Mr. Dharmeshbhai B. Dadhania | 52,169 | | | | Promoter Group |
| | Mrs. Ranjanben B. Dadhaniya | 27,298 | | | | Promoter Group |
| | Mrs. Falguni Kaushikbhai Mori | 17,095 | | | | Promoter Group |
| | Mr. Kanji Mohanbhai Pansuria | 15,000 | | | | Promoter Group |
| | Mr. Ritesh Rameshbhai Khichadia | 24,700 | | | | Promoter Group |
| May 04, 2017 | Mr. Rameshbhai Devrajbhai Khichadia | 11,656 | 10 | 10 | Right Issue in the ratio of 1 Equity Share for every 24 Equity Shares held as on record date i.e. April 13, 2017 | Promoter |
| | Mrs. Sangeetaben Rameshbhai Khichadia | 2,026 | | | | Promoter Group |
| | Mr. Gopal Devrajbhai Khichadia | 2,659 | | | | Promoter |
| | Mr. Dharmesh Pansuriya | 3,219 | | | | Promoter |
| | Mr. Kaushikbhai Vashrambhai Mori | 2,397 | | | | Promoter Group |
| | Mr. Anilbhai Vasantbhai Bhalu | 4,027 | | | | Promoter |
| | Mr. Smit Vaghjibhai Bhalu | 4,027 | | | | Promoter |
| | Mr. Dipak Durlabhbhai Bhut | 3,883 | | | | Promoter Group |
| | Mr. Sanjay D. Bhut | 3,883 | | | | Promoter Group |
| | Mr. Shailesh Karshanbhai Bhut | 3,356 | | | | Promoter |
| | Mr. Dharmeshbhai B. Dadhaniya | 4,793 | | | | Promoter Group |
| | Mr. Kanji Mohanbhai Pansuria | 760 | | | | Promoter Group |
| | Mr. Ritesh Rameshbhai Khichadia | 1,251 | | | | Promoter Group |
| | Mr. Divyesh P Bhalu | 41,088 | | | | Promoter Group |
| | Mr. Ronakkumar Jentibhai Vagadia | 41,088 | | | | Promoter Group |
| | Mr. Jagdishbhai Pravinbhai Movaliya | 41,088 | | | | Promoter Group |

**7. Capital Build up in respect of shareholding of our Promoters:**

As on date of the Prospectus, our promoters Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu , Mr. Shailesh Karshanbhai Bhut , Mrs. Komalben S Bhut, Mr. Smit Vaghjibhai Bhalu and Mr. Dharmesh Pansuriya holds 9,32,092 Equity Shares, 2,85,453 Equity Shares, 2,92,920 Equity Shares 2,53,472 Equity Shares , 1,01,038 Equity Shares, 2,76,592 Equity Shares and 2,57,364 Equity Shares respectively of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

| Date of Allotment and made fully paid up /transfer | Nature of Issue | No. of Equity Shares | Face Value Per Share (₹) | Issue /Acquisition/ Transfer Price per Equity Share (₹) | Pre-Issue Shareholding % | Post-Issue Shareholding % | Lock in Period | Source of Funds |
|---|---|---|---|---|---|---|---|---|
| **Mr. Rameshbhai Devrajbhai Khichadia** | | | | | | | | |
| July 19, 2010 | Subscriber to MOA | 5,000 | 10 | 10 | 0.12 | 0.10 | 3 Years | Own fund |
| June 20, 2011 | Allotment | 1,90,000 | 10 | 10 | 4.44 | 3.72 | 3 Years | Own fund |
| January 22, 2015 | Right Issue | 75,777 | 10 | 10 | 1.77 | 1.48 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 94,441 | 10 | 10 | 2.21 | 1.85 | 3 Years | Own fund |
| | | 95,000 | | | 2.22 | - | OFS | |
| March 08, 2017 | Right Issue | 2,30,109 | 10 | 10 | 5.38 | 4.51 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 2,30,109 | 10 | 10 | 5.38 | 4.51 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 11,656 | 10 | 10 | 0.27 | 0.23 | 1 Year | Own fund |
| **Total (A)** | | **9,32,092** | - | - | **21.79** | **16.40** | - | - |
| **Mr. Gopal Devrajbhai Khichadia** | | | | | | | | |
| July 19, 2010 | Subscriber to MOA | 5,000 | 10 | 10 | 0.11 | 0.10 | 3 Years | Own fund |
| June 20, 2011 | Allotment | 1,00,000 | 10 | 10 | 2.34 | 1.96 | 3 Years | Own fund |
| March 08, 2017 | Right Issue | 52,500 | 10 | 10 | 1.23 | 1.03 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 52,500 | 10 | 10 | 1.23 | 1.03 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 2,659 | 10 | 10 | 0.06 | 0.05 | 1 Year | Own fund |
| June 27, 2017 | Acquisition of Shares by way of Transfer(i) | 72,794 | 10 | 11 | 1.70 | 1.42 | 1Year | Own fund |
| **Total (B)** | | **2,85,453** | - | - | **6.67** | **5.59** | - | - |
| **Mr. Anilbhai Vasantbhai Bhalu** | | | | | | | | |
| June 20, 2011 | Allotment | 28,000 | 10 | 10 | 0.65 | 0.55 | 3 Years | Own fund |
| December 31, 2012 | Allotment | 9,500 | 10 | 10 | 0.22 | 0.19 | 3 Years | Own fund |
| November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.03 | 0.03 | 3 Years | Own fund |
| April 28, 2014 | Acquisition of Shares by way of Transfer(ii) | 11,430 | 10 | 7.53 | 0.27 | 0.22 | 3 Years | Own fund |
| January 22, 2015 | Right Issue | 18,826 | 10 | 10 | 0.44 | 0.37 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 47,065 | 10 | 10 | 1.10 | 0.92 | 3 Years | Own fund |
| March 08, 2017 | Right Issue | 86,286 | 10 | 10 | 2.02 | 1.69 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 86,286 | 10 | 10 | 2.02 | 1.69 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 4,027 | 10 | 10 | 0.09 | 0.08 | 1 Year | Own fund |
| **Total (C)** | | **2,92,920** | - | - | **6.84** | **5.74** | - | - |
| **Mr. Shailesh Karshanbhai Bhut** | | | | | | | | |
| June 20, 2011 | Allotment | 30,000 | 10 | 10 | 0.70 | 0.57 | 3 Years | Own fund |
| December 31, 2012 | Allotment | 7,500 | 10 | 10 | 0.17 | 0.15 | 3 Years | Own fund |
| November 16, 2013 | Allotment | 1,000 | 10 | 10 | 0.02 | 0.02 | 3 Years | Own fund |
| April 28, 2014 | Acquisition of Shares by way of | 25,400 | 10 | 7.53 | 0.59 | 0.50 | 3 Years | Own fund |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Transfer(iii) | | | | | | | |
| January 22, 2015 | Right Issue | 15,688 | 10 | 10 | 0.37 | 0.31 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 39,220 | 10 | 10 | 0.92 | 0.77 | 3 Years | Own fund |
| March 08, 2017 | Right Issue | 59,404 | 10 | 10 | 1.39 | 1.16 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 71,904 | 10 | 10 | 1.68 | 1.41 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 3,356 | 10 | 10 | 0.08 | 0.06 | 1 Year | Own fund |
| **Total (D)** | | **2,53,472** | **-** | **-** | **5.92** | **4.96** | **-** | **-** |
| **Mrs. Komalben S Bhut** | | | | | | | | |
| June 20, 2011 | Allotment | 22,500 | 10 | 10 | 0.53 | 0.44 | 3 Years | Own fund |
| December 31, 2012 | Allotment | 15,000 | 10 | 10 | 0.35 | 0.29 | 3 Years | Own fund |
| January 22,2015 | Right Issue | 18,154 | 10 | 10 | 0.42 | 0.36 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 45,384 | 10 | 10 | 1.06 | 0.89 | 3 Years | Own fund |
| **Total (E)** | | **1,01,038** | **-** | **-** | **2.36** | **1.98** | **-** | **-** |
| **Mr. Smit Vaghjibhai Bhalu** | | | | | | | | |
| June 20, 2011 | Allotment | 24,000 | 10 | 10 | 0.56 | 0.47 | 3 Years | Own fund |
| December 31, 2012 | Allotment | 16,000 | 10 | 10 | 0.37 | 0.31 | 3 Years | Own fund |
| November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.04 | 0.03 | 3 Years | Own fund |
| April 28, 2014 | Acquisition of Shares by way of Transfer(iv) | 11,430 | 10 | 7.53 | 0.27 | 0.23 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 47,065 | 10 | 10 | 1.09 | 0.92 | 3 Years | Own fund |
| March 08, 2017 | Right Issue | 86,285 | 10 | 10 | 2.02 | 1.69 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 86,285 | 10 | 10 | 2.02 | 1.69 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 4,027 | 10 | 10 | 0.09 | 0.08 | 1 Year | Own fund |
| **Total (F)** | | **2,76,592** | **-** | **-** | **6.46** | **5.42** | **-** | **-** |
| **Mr. Dharmesh Pansuriya** | | | | | | | | |
| June 20, 2011 | Allotment | 40,000 | 10 | 10 | 0.93 | 0.78 | 3 Years | Own fund |
| December 31, 2012 | Allotment | 30,100 | 10 | 10 | 0.70 | 0.59 | 3 Years | Own fund |
| November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.04 | 0.03 | 3 Years | Own fund |
| January 22, 2015 | Right Issue | 12,635 | 10 | 10 | 0.30 | 0.25 | 3 Years | Own fund |
| February 26, 2015 | Right Issue | 42,838 | 10 | 10 | 1.00 | 0.84 | 3 Years | Own fund |
| March 08, 2017 | Right Issue | 63,536 | 10 | 10 | 1.48 | 1.24 | 1 Year | Own fund |
| March 29, 2017 | Right Issue | 63,536 | 10 | 10 | 1.48 | 1.24 | 1 Year | Own fund |
| May 04, 2017 | Right Issue | 3,219 | 10 | 10 | 0.08 | 0.07 | 1 Year | Own fund |
| **Total (G)** | | **2,57,364** | **-** | **-** | **6.01** | **5.04** | **-** | **-** |
| **Grand Total (A+B+ C+D+ E+F+G)** | | **23,98,931** | **-** | **-** | **56.05** | **45.13** | **-** | **-** |

**(i) Details of Acquisition of Share by Mr. Gopal Devrajbhai Khichadia dated June 27, 2017**

| S. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1 | June 27, 2017 | Mr. Bhaveshbhai Kantilal Gedia | 72,794 | Gopal Devrajbhai Khichadia |
| | | **Total** | **72794** | |

**(ii) Details of Acquisition of Share by Mr. Anilbhai Vasantbhai Bhalu dated April 28, 2014**

| S. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1 | April 28, 2014 | Mr. Maheshbhai R. Bakaraniya | 11,430 | Anilbhai Vasantbhai Bhalu |
| | | **Total** | **11,430** | |

**(iii) Details of Acquisition of Share by Mr. Shailesh Karshanbhai Bhut dated April 28, 2014**

| S. No. | Date of Transfer | Name of Transferor | No. of Share | Name of Transferee |
|---|---|---|---|---|

| | | | Transfer | |
|---|---|---|---|---|
| 1 | April 28, 2014 | Mr. Ramjibhai S. Bakaraniya | 25,400 | Shailesh Karshanbhai Bhut |
| | | **Total** | **25,400** | |

**(iv) Details of Acquisition of Share by Mr. Smit Vaghjibhai Bhalu dated April 28, 2014**

| S. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1 | April 28, 2014 | Mr. Maheshbhai R.. Bakaraniya | 11,430 | Smit Vaghjibhai Bhalu |
| | | **Total** | **11,430** | |

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

| S. No. | Name of the Promoter | No. of Shares held | Average Cost of Acquisition per Share (In Rs.) |
|---|---|---|---|
| 1 | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 10.00 |
| 2 | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 10.26 |
| 3 | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 9.90 |
| 4 | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 9.75 |
| 5 | Mrs. Komalben S Bhut | 1,01,038 | 10.00 |
| 6 | Mr. Smit Vaghjibhai Bhalu | 2,76,592 | 9.90 |
| 7 | Mr. Dharmesh Pansuriya | 2,57,364 | 10.00 |

**9.** Except as provided below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of the Prospectus.

| Date of Transaction | Number of Equity Shares Allotted/ Acquired/Sold | Face Value (Rs. ) | Issue Price/ Acquired Price (Rs.)* | Nature | Nature of Consideration | Name of the Allottees/ Transferor/transferee | Category |
|---|---|---|---|---|---|---|---|
| March 08, 2017 | 2,30,109 | 10 | 10 | Right Issue | Cash | Mr. Rameshbhai Devrajbhai Khichadia | Promoter |
| | 40,000 | | | | | Mrs. Sangeetaben Rameshbhai Khichadia | Promoter Group |
| | 52,500 | | | | | Mr. Gopal Devrajbhai Khichadia | Promoter |
| | 63,536 | | | | | Mr. Dharmesh Pansuriya | Promoter |
| | 7,500 | | | | | Mr. Kantilal M. Gedia | Promoter Group |
| | 28,897 | | | | | Mr. Bhaveshbhai K. Gedia | Promoter Group |
| | 24,265 | | | | | Mr. Kaushikbhai Vashrambhai Mori | Promoter Group |
| | 10,000 | | | | | Mr. Pankaj Vashrambhai Mori | Promoter Group |
| | 86,286 | | | | | Mr. Anilbhai Vasantbhai Bhalu | Promoter |
| | 86,285 | | | | | Mr. Smit Vaghjibhai Bhalu | Promoter |
| | 83,204 | | | | | Mr. Dipak Durlabhbhai Bhut | Promoter Group |
| | 83,204 | | | | | Mr. Sanjay D. Bhut | Promoter Group |
| | 59,404 | | | | | Mr. Shailesh Karshanbhai Bhut | Promoter |
| | 12,500 | | | | | Mrs. Sonalben S. Bhut | Promoter Group |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | 23,254 | | | | | Mr. Bharatbhai M. Dadhaniya | Promoter Group |
| | 52,169 | | | | | Mr. Dharmeshbhai B. Dadhaniya | Promoter Group |
| | 27,298 | | | | | Mrs. Ranjan B. Dadhaniya | Promoter Group |
| | 17,095 | | | | | Mrs. Falguni Kaushikbhai Mori | Promoter Group |
| | 15,000 | | | | | Mr. Kanji Mohanbhai Pansuria | Promoter Group |
| | 24,700 | | | | | Mr. Ritesh Rameshbhai Khichadia | Promoter Group |
| March 29, 2017 | 2,30,109 | 10 | 10 | Right Issue | Cash | Mr. Rameshbhai Devrajbhai Khichadia | Promoter |
| | 40,000 | | | | | Mrs. Sangeetaben Rameshbhai Khichadia | Promoter Group |
| | 52,500 | | | | | Mr. Gopal Devrajbhai Khichadia | Promoter |
| | 63,536 | | | | | Mr. Dharmesh Pansuriya | Promoter |
| | 7,500 | | | | | Mr. Kantilal M. Gedia | Promoter Group |
| | 28,897 | | | | | Mr. Bhaveshbhai K. Gedia | Promoter Group |
| | 24,265 | | | | | Mr. Kaushikbhai Vashrambhai Mori | Promoter Group |
| | 10,000 | | | | | Mr. Pankaj Vashrambhai Mori | Promoter Group |
| | 86,286 | | | | | Mr. Anilbhai Vasantbhai Bhalu | Promoter |
| | 86,285 | | | | | Mr. Smit Vaghjibhai Bhalu | Promoter |
| | 83,204 | | | | | Mr. Dipak Durlabhbhai Bhut | Promoter Group |
| | 83,204 | | | | | Mr. Sanjay D. Bhut | Promoter Group |
| | 71,904 | | | | | Mr. Shailesh Karshanbhai Bhut | Promoter |
| | 23,254 | | | | | Mr. Bharatbhai M. Dadhaniya | Promoter Group |
| | 52,169 | | | | | Mr. Dharmeshbhai B. Dadhaniya | Promoter Group |
| | 27,298 | | | | | Mrs. Ranjan B. Dadhaniya | Promoter Group |
| | 17,095 | | | | | Mrs. Falguni Kaushikbhai Mori | Promoter Group |
| | 15,000 | | | | | Mr. Kanji Mohanbhai Pansuria | Promoter Group |
| | 24,700 | | | | | Mr. Ritesh Rameshbhai Khichadia | Promoter Group |
| May 04, 2017 | 11,656 | 10 | 10 | Right Issue | Cash | Mr. Rameshbhai Devrajbhai Khichadia | Promoter |
| | 2,026 | | | | | Mrs. Sangeetaben Rameshbhai Khichadia | Promoter Group |
| | 2,659 | | | | | Mr. Gopal Devrajbhai Khichadia | Promoter |
| | 3,219 | | | | | Mr. Dharmesh Pansuriya | Promoter |
| | 2,397 | | | | | Mr. Kaushikbhai | Promoter Group |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | | | Vashrambhai Mori | |
| | 4,027 | | | | | Mr. Anilbhai Vasantbhai Bhalu | Promoter |
| | 4,027 | | | | | Mr. Smit Vaghjibhai Bhalu | Promoter |
| | 3,883 | | | | | Mr. Dipak Durlabhbhai Bhut | Promoter Group |
| | 3,883 | | | | | Mr. Sanjay D. Bhut | Promoter Group |
| | 3,356 | | | | | Mr. Shailesh Karshanbhai Bhut | Promoter |
| | 4,793 | | | | | Mr. Dharmeshbhai B. Dadhaniya | Promoter Group |
| | 760 | | | | | Mr. Kanji Mohanbhai Pansuria | Promoter Group |
| | 1,251 | | | | | Mr. Ritesh Rameshbhai Khichadia | Promoter Group |
| | 41,088 | | | | | Divyesh P Bhalu | Promoter Group |
| | 41,088 | | | | | Mr. Ronakkumar Jentibhai Vagadia | Promoter Group |
| | 41,088 | | | | | Mr. Jagdishbhai Pravinbhai Movaliya | Promoter Group |
| June 27, 2017 | 72,794 | 10 | 11 | Acquisition by way of transfer | Cash | Mr. Gopal Devrajbhai Khichadia | Promoter |
| June 27, 2017 | 72,794 | 10 | 11 | Acquisition by way of transfer | Cash | Mr. Girdharbhai D. Khichadia | Promoter Group |
| June 27, 2017 | (30,000) | 10 | 11 | Transfer | Cash | Mr. Kantilal Manilal Gediya | Promoter Group |
| June 27, 2017 | (1,15,588) | 10 | 11 | Transfer | Cash | Mr. Bhaveshbhai K Gediya | Promoter Group |

*The maximum and minimum price at which the aforesaid transaction was made is Rs 11/- and Rs.10/- per Equity Share respectively

**10. Shareholding of Promoters and Promoter Group**

Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group as on the date of the Prospectus is as below:-

| S .No | Names | Pre Issue | | Post Issue | |
|---|---|---|---|---|---|
| | | Shares Held | % Shares Held | Shares Held | % Shares Held |
| | **Promoter** | | | | |
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 21.79 | 8,37,092 | 16.39 |
| 2. | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 6.67 | 2,85,453 | 5.59 |
| 3. | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 6.84 | 2,92,920 | 5.74 |
| 4. | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 5.92 | 2,53,472 | 4.96 |
| 5. | Mrs. Komalben S Bhut | 1,01,038 | 2.36 | 1,01,038 | 1.98 |
| 6. | Mr. Smit Vaghjibhai Bhalu | 2,76,592 | 6.46 | 2,76,592 | 5.42 |
| 7. | Mr. Dharmesh Pansuriya | 2,57,364 | 6.01 | 2,57,364 | 5.04 |
| | **TOTAL (A)** | **23,98,931** | **56.04** | **23,03,931** | **45.13** |
| | **Promoter Group** | | | | |
| 1. | Mrs. Sangeetaben Rameshbhai Khichadia | 1,62,026 | 3.79 | 82,026 | 1.61 |
| 2. | Mr. Kaushikbhai Vashrambhai Mori | 99,456 | 2.32 | 53,456 | 1.05 |
| 3. | Mr. Pankaj Vashrambhai Mori | 40,000 | 0.93 | 40,000 | 0.78 |
| 4. | Mrs. Nita Anilbhai Bhalu | 29,250 | 0.68 | 29,250 | 0.57 |

| | | | | | |
|---|---|---|---|---|---|
| 5. | Mr. Vaghajibhai Govabbhai Bhalu | 54,000 | 1.26 | 0 | 0.00 |
| 6. | Mrs. Rashmitaben S. Bhalu | 45,576 | 1.06 | 76 | 0.01 |
| 7. | Mrs. Pushpaben D. Bhut | 55,654 | 1.30 | 55,654 | 1.09 |
| 8. | Mr. Sanjay D. Bhut | 2,16,911 | 5.07 | 2,16,911 | 4.25 |
| 9. | Mrs. Sonalben S. Bhut | 37,500 | 0.88 | 12,500 | 0.25 |
| 10. | Mr. Durllabhbhai P. Bhut | 37,500 | 0.88 | 37,500 | 0.73 |
| 11. | Mr. Bharatbhai M. Dadhaniya | 93,016 | 2.17 | 93,016 | 1.82 |
| 12. | Mr. Dharmeshbhai B. Dadhaniya | 2,13,469 | 4.99 | 1,29,969 | 2.55 |
| 13. | Mrs. Ranjan B. Dadhaniya | 1,09,192 | 2.55 | 1,09,192 | 2.14 |
| 14. | Mrs. Falguni Kaushikbhai Mori | 68,380 | 1.60 | 68,380 | 1.34 |
| 15. | Mr. Kanji Mohanbhai Pansuria | 60,760 | 1.42 | 30,760 | 0.60 |
| 16. | Mr. Ritesh Rameshbhai Khichadia | 1,00,051 | 2.34 | 51,051 | 1.00 |
| 17. | Mr. Divyesh P Bhalu | 41,088 | 0.96 | 41,088 | 0.80 |
| 18. | Mr. Ronakkumar Jentibhai Vagadia | 41,088 | 0.96 | 41,088 | 0.80 |
| 19. | Mr. Jagdishbhai Pravinbhai Movaliya | 41,088 | 0.96 | 41,088 | 0.80 |
| 20. | Mr. Dipak Durlabhbhai Bhut | 2,62,295 | 6.13 | 1,70,295 | 3.34 |
| 21. | Mr. Girdharbhai D. Khichadia | 72,794 | 1.70 | 72,794 | 1.42 |
| | **TOTAL (B)** | **18,81,094** | **45.65** | **13,76,094** | **26.95** |
| | **GRAND TOTAL (A+B)** | **42,80,025** | **100.00** | **36,80,025** | **72.08** |

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

| Date of Allotment / transfer of fully paid up Shares | Date when made Fully paid up | Nature of Allotment/ Acquired/Transfer | No. of shares Allotted/ Acquired Transferred | Face Value (Rs.) | Issue Price/ Transfer Price (Rs.) | % of Pre Issue Shareholding | % of Post Issue Shareholding | Lock in Period |
|---|---|---|---|---|---|---|---|---|
| **Mr. Rameshbhai Devrajbhai Khichadia** | | | | | | | | |
| Upon Incorporation | July 20,2010 | Subscriber to MOA | 5,000 | 10 | 10 | 0.12 | 0.10 | 3 Years |
| June 20, 2011 | June 20, 2011 | Allotment | 1,90,000 | 10 | 10 | 4.44 | 3.72 | 3 Years |
| January 22, 2015 | January 22, 2015 | Right Issue | 75,777 | 10 | 10 | 1.77 | 1.48 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 94,441 | 10 | 10 | 2.21 | 1.85 | 3 Years |
| **Total (A)** | | | **3,65,218** | **-** | **-** | **8.54** | **7.15** | **-** |
| **Mr. Gopal Devrajbhai Khichadia** | | | | | | | | |
| July 19, 2010 | July 19, 2010 | Subscriber to MOA | 5,000 | 10 | 10 | 0.11 | 0.10 | 3 Years |
| June 20, 2011 | June 20, 2011 | Allotment | 1,00,000 | 10 | 10 | 2.34 | 1.96 | 3 Years |
| **Total (B)** | | | **1,05,000** | **-** | **-** | **2.45** | **2.06** | **-** |
| **Mr. Anilbhai Vasantbhai Bhalu** | | | | | | | | |
| June 20, 2011 | June 20, 2011 | Allotment | 28,000 | 10 | 10 | 0.65 | 0.55 | 3 Years |
| December 31, 2012 | December 31, 2012 | Allotment | 9,500 | 10 | 10 | 0.22 | 0.19 | 3 Years |
| November 16, 2013 | November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.03 | 0.03 | 3 Years |
| April 28, 2014 | April 28, 2014 | Acquisition of Shares by way of Transfer | 11,430 | 10 | 7.53 | 0.27 | 0.22 | 3 Years |
| January 22, 2015 | January 22, 2015 | Right Issue | 18,826 | 10 | 10 | 0.44 | 0.37 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 47,065 | 10 | 10 | 1.10 | 0.92 | 3 Years |
| **Total (C)** | | | **1,16,321** | **-** | **-** | **2.71** | **2.28** | **-** |
| **Mr. Shailesh Karshanbhai Bhut** | | | | | | | | |
| June 20, 2011 | June 20, 2011 | Allotment | 30,000 | 10 | 10 | 0.70 | 0.58 | 3 Years |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| December 31, 2012 | December 31, 2012 | Allotment | 7,500 | 10 | 10 | 0.17 | 0.15 | 3 Years |
| November 16, 2013 | November 16, 2013 | Allotment | 1,000 | 10 | 10 | 0.02 | 0.02 | 3 Years |
| April 28, 2014 | April 28, 2014 | Acquisition of Shares by way of Transfer | 25,400 | 10 | 7.53 | 0.59 | 0.50 | 3 Years |
| January 22, 2015 | January 22, 2015 | Right Issue | 15,688 | 10 | 10 | 0.37 | 0.31 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 39,220 | 10 | 10 | 0.92 | 0.77 | 3 Years |
| **Total (D)** | | | **1,18,808** | **-** | **-** | **2.77** | **2.33** | **-** |
| **Mrs. Komalben S Bhut** | | | | | | | | |
| June 20, 2011 | June 20, 2011 | Allotment | 22,500 | 10 | 10 | 0.53 | 0.44 | 3 Years |
| December 31, 2012 | December 31, 2012 | Allotment | 15,000 | 10 | 10 | 0.35 | 0.29 | 3 Years |
| January 22,2015 | January 22,2015 | Right Issue | 18,154 | 10 | 10 | 0.42 | 0.36 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 45,384 | 10 | 10 | 1.06 | 0.89 | 3 Years |
| **Total (E)** | | | **1,01,038** | **-** | **-** | **2.36** | **1.98** | **-** |
| **Mr. Smit Vaghjibhai Bhalu** | | | | | | | | |
| June 20, 2011 | June 20, 2011 | Allotment | 24,000 | 10 | 10 | 0.56 | 0.47 | 3 Years |
| December 31, 2012 | December 31, 2012 | Allotment | 16,000 | 10 | 10 | 0.37 | 0.31 | 3 Years |
| November 16, 2013 | November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.04 | 0.03 | 3 Years |
| April 28, 2014 | April 28, 2014 | Acquisition of Shares by way of Transfer(iii) | 11,430 | 10 | 7.53 | 0.27 | 0.23 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 47,065 | 10 | 10 | 1.10 | 0.92 | 3 Years |
| **Total (F)** | | | **99,995** | **-** | **-** | **2.34** | **1.96** | **-** |
| **Mr. Dharmesh Pansuriya** | | | | | | | | |
| June 20, 2011 | June 20, 2011 | Allotment | 40,000 | 10 | 10 | 0.93 | 0.78 | 3 Years |
| December 31, 2012 | December 31, 2012 | Allotment | 30,100 | 10 | 10 | 0.70 | 0.59 | 3 Years |
| November 16, 2013 | November 16, 2013 | Allotment | 1,500 | 10 | 10 | 0.04 | 0.03 | 3 Years |
| January 22, 2015 | January 22, 2015 | Right Issue | 12,635 | 10 | 10 | 0.30 | 0.25 | 3 Years |
| February 26, 2015 | February 26, 2015 | Right Issue | 42,838 | 10 | 10 | 1.00 | 0.84 | 3 Years |
| **Total (G)** | | | **1,27,073** | **-** | **-** | **2.97** | **2.49** | **-** |
| **Grand Total (A+B+C+D+E+F+G+H)** | | | **10,33,453** | **-** | **-** | **24.14** | **20.25** | **-** |

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations, 2009 i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

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

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

Our Promoters, Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu , Mr. Shailesh Karshanbhai Bhut , Komalben S Bhut, Smit Vaghjibhai Bhalu and Dharmesh Pansuriya have, by a written undertaking, consented to has 3,65,218 Equity Shares, 1,05,000 Equity Shares, 1,16,321 Equity Shares, 1,18,808 Equity Shares, 1,01,038 Equity Shares, 99,995 Equity Shares and 1,27,073 Equity Shares held by them respectively to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Issue and will not be disposed/sold/transferred by the

promoter during the period starting from the date of filing this Prospectus with SME Platform of BSE till the date of commencement of lock-in period as stated in this Prospectus. The Equity Shares under the Promoters contribution will constitute 20.25% of our post-Issue paid up share capital.

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

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

| Reg. No. | Promoters' Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter's Contribution |
|---|---|---|
| 33(1) (a) (i) | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction | The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. **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 Promoter's contribution does not 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 issue | The minimum Promoter's 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 one year on a continuous basis, shall be eligible | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |
| 33 (1) (d) | Specified securities pledged with any creditor. | Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's 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 pre-issue equity share capital held by promoters and entire pre-issue capital held by persons other than promoters of our Company i.e. Promoter Group, except the shares offered for sale through the Issue constituting 26,46,572 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 nontransferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

a. In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

b. In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer 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 company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

**12. Our Shareholding Pattern**

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

**I. Summary of Shareholding Pattern:-**

| Category | Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of Voting Rights | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class Equity Shares of Rs.10/- each^ | Total | | | | | | | | |
| I | II | III | IV | V | VI | VII = IV+V+VI | VIII | IX | | | X | XI=VII+X | XII | | XIII | | XIV |
| (A) | Promoter & Promoter Group | 28 | 42,80,025 | - | - | 42,80,025 | 100.00 | 42,80,025 | 42,80,025 | 100.00 | - | 100.00 | - | | - | | 42,80,025 |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C) | Non Promoter- Non Public | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C1) | Shares underlying | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C2) | Shares held by Emp. Trusts | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| | **Total** | **28** | **42,80,025** | **-** | **-** | **42,80,025** | **100.00** | **42,80,025** | **42,80,025** | **100.00** | **-** | **100.00** | **-** | | **-** | | **42,80,025** |

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

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

*We have entered into tripartite agreement with CDSL & NSDL.*

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

## II. Shareholding pattern of the Promoter and Promoter Group

| S.No. | Category & Name of the Shareholders | PAN | No. of share holders | No. of fully paid up equity share s held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total nos. shares held | Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) as a % of A+B+C2 | Number of Locked in shares | | Number of Shares pledged or otherwise | | Number of equity shares held in dematalized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | No of Voting Rights | | | Total as a % of Total Voting rights | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total shares held (b) | |
| | | | | | | | | | Class Equity Shares of Rs.10/- each | Class Y | Total | | | | | | | | |
| | I | II | III | IV | V | VI | VII=IV+V+VI | VIII | IX | | | | X | XI = VII+X | XII | | XIII | | XIV |
| (1) | Indian | | | | | | | | | | | | | | | | | | |
| (a) | Individuals/ Hindu undivided Family | | **28** | **42,80,025** | **-** | **-** | **42,80,025** | **100.00** | **42,80,025** | **-** | **42,80,025** | **100.00** | **-** | **100.00** | **-** | | **-** | | **42,80,025** |
| | Rameshbhai Devrajbhai Khichadia | AETPK0199K | 1 | 9,32,092 | - | - | 9,32,092 | 21.78 | 9,32,092 | - | 9,32,092 | 21.78 | - | 21.78 | - | | - | | 9,32,092 |
| | Gopal Devrajbhai Khichadia | ADGPK8548J | 1 | 2,85,453 | - | - | 2,85,453 | 6.67 | 2,85,453 | - | 2,85,453 | 6.67 | - | 6.67 | - | | - | | 2,85,453 |
| | Sangeetaben Rameshbhai Khichadia | ADGPK8875J | 1 | 1,62,026 | - | - | 1,62,026 | 3.79 | 1,62,026 | - | 1,62,026 | 3.79 | - | 3.79 | - | | - | | 1,62,026 |
| | Dharmesh Pansuriya | ASHPP3662Q | 1 | 2,57,364 | - | - | 2,57,364 | 6.01 | 2,57,364 | - | 2,57,364 | 6.01 | - | 6.01 | - | | - | | 2,57,364 |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | Kaushikbhai Vashrambhai Mori | AFGPM6254F | 1 | 99,456 | - | - | 99,456 | 2.32 | 99,456 | - | 99,456 | 2.32 | - | 2.32 | - | - | 99,456 |
| | Pankaj Vashrambhai Mori | AFRPM1588F | 1 | 40,000 | - | - | 40,000 | 0.93 | 40,000 | - | 40,000 | 0.93 | - | 0.93 | - | - | 40,000 |
| | Anilbhai Vasantbhai Bhalu | AJEPB1114H | 1 | 2,92,920 | - | - | 2,92,920 | 6.84 | 2,92,920 | - | 2,92,920 | 6.84 | - | 6.84 | - | - | 2,92,920 |
| | Nita Anilbhai Bhalu | AVMPB7276Q | 1 | 29,250 | - | - | 29,250 | 0.68 | 29,250 | - | 29,250 | 0.68 | - | 0.68 | - | - | 29,250 |
| | Vaghajibhai G. Bhalu | AFMPB8598K | 1 | 54,000 | - | - | 54,000 | 1.26 | 54,000 | - | 54,000 | 1.26 | - | 1.26 | - | - | 54,000 |
| | Smit Vaghjibhai Bhalu | ANNPB4856H | 1 | 2,76,592 | - | - | 2,76,592 | 6.46 | 2,76,592 | - | 2,76,592 | 6.46 | - | 6.46 | - | - | 2,76,592 |
| | Rashmita S. Bhalu | AZBPB3022B | 1 | 45,576 | - | - | 45,576 | 1.06 | 45,576 | - | 45,576 | 1.06 | - | 1.06 | - | - | 45,576 |
| | Dipak Durlabhbhai Bhut | ANSPB6109L | 1 | 2,62,295 | - | - | 2,62,295 | 6.13 | 2,62,295 | - | 2,62,295 | 6.13 | - | 6.13 | - | - | 2,62,295 |
| | Pushpaben D. Bhut | AZBPB3024H | 1 | 55,654 | - | - | 55,654 | 1.30 | 55,654 | - | 55,654 | 1.30 | - | 1.30 | - | - | 55,654 |
| | Sanjay D. Bhut | AIOPB1844M | 1 | 2,16,911 | - | - | 2,16,911 | 5.07 | 2,16,911 | - | 2,16,911 | 5.07 | - | 5.07 | - | - | 2,16,911 |
| | Komalben S. Bhut | AZBPB3023A | 1 | 1,01,038 | - | - | 1,01,038 | 2.36 | 1,01,038 | - | 1,01,038 | 2.36 | - | 2.36 | - | - | 1,01,038 |
| | Shailesh Karshanbhai Bhut | AIXPB3703G | 1 | 2,53,472 | - | - | 2,53,472 | 5.92 | 2,53,472 | - | 2,53,472 | 5.92 | - | 5.92 | - | - | 2,53,472 |
| | Sonalben S. Bhut | APYPB1268C | 1 | 37,500 | - | - | 37,500 | 0.88 | 37,500 | - | 37,500 | 0.88 | - | 0.88 | - | - | 37,500 |
| | Durllabhbhai P. Bhut | AZBPB3025G | 1 | 37,500 | - | - | 37,500 | 0.88 | 37,500 | - | 37,500 | 0.88 | - | 0.88 | - | - | 37,500 |
| | Bharatbhai M. Dadhaniya | AURPD2137L | 1 | 93,016 | - | - | 93,016 | 2.17 | 93,016 | - | 93,016 | 2.17 | - | 2.17 | - | - | 93,016 |
| | Dharmeshbhai B. Dadhaniya | AQUPD8193F | 1 | 2,13,469 | - | - | 2,13,469 | 4.99 | 2,13,469 | - | 2,13,469 | 4.99 | - | 4.99 | - | - | 2,13,469 |
| | Ranjanben B. Dadhaniya | AIKPD9161D | 1 | 1,09,192 | - | - | 1,09,192 | 2.55 | 1,09,192 | - | 1,09,192 | 2.55 | - | 2.55 | - | - | 1,09,192 |
| | Falguni | ALUPM9338E | 1 | 68,380 | - | - | 68,380 | 1.60 | 68,380 | - | 68,380 | 1.60 | - | 1.60 | - | - | 68,380 |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Kaushikbhai Mori | | | | | | | | | | | | | | | | |
| | Kanji Mohanbhai Pansuria | CJUPP5783N | 1 | 60,760 | - | - | 60,760 | 1.42 | 60,760 | - | 60,760 | 1.42 | - | 1.42 | - | - | 60,760 |
| | Ritesh Rameshbhai Khichadia | CHYPK6815J | 1 | 1,00,051 | - | - | 1,00,051 | 2.34 | 1,00,051 | - | 1,00,051 | 2.34 | - | 2.34 | - | - | 1,00,051 |
| | Divyesh P Bhalu | BHTPB2320M | 1 | 41,088 | - | - | 41,088 | 0.96 | 41,088 | - | 41,088 | 0.96 | - | 0.96 | - | - | 41,088 |
| | Jagdishbhai Pravinbhai Movaliya | COJPM3374N | 1 | 41,088 | - | - | 41,088 | 0.96 | 41,088 | - | 41,088 | 0.96 | - | 0.96 | - | - | 41,088 |
| | Ronakkumar Jentibhai Vagadiya | AVPPV5230R | 1 | 41,088 | - | - | 41,088 | 0.96 | 41,088 | - | 41,088 | 0.96 | - | 0.96 | - | - | 41,088 |
| | Ghirdharbhai D. Khichadia | AEDPK0727P | 1 | 72,794 | - | - | 72,794 | 1.70 | 72,794 | - | 72,794 | 1.70 | - | 1.70 | - | - | 72,794 |
| (b) | Central Government/ State Government(s) | - | 00 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Financial Institutions/ Banks | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Any Other | - | 0 | - | - | - | | | | - | | | - | | - | - | - |
| | **Sub-Total (A)(1)** | **-** | **28** | **42,80,025** | **-** | **-** | **42,80,025** | **100.00** | **42,80,025** | **-** | **42,80,025** | **100.00** | **-** | **100.00** | **-** | **-** | **42,80,025** |
| (2) | Foreign | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (a) | Individuals (Non- Resident Individuals/ Foreign Individuals) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Government | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Institutions | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investor | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (f) | Any Other | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (A)(2)** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)** | **-** | **28** | **42,80,025** | **-** | **-** | **42,80,025** | **100.00** | **42,80,025** | **-** | **42,80,025** | **100.00** | **-** | **100.00** | **-** | **-** | **42,80,025** |

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

**III - Shareholding pattern of the Public shareholder**

| S.No. | Category & Name of the Shareholders | PAN | No. of shareholders | No. of fully paid up equity shares held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % ( calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematalized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | No of Voting Rights | | | | | | | | | | |
| | | | | | | | | | Class Equity Shares of Rs.10/- each | Class Y | Total | Total as a % of Total Voting rights | | | No. (a) | As a % of total shares held (b) | No. (not applicable) (a) | As a % of total shares held (not applicable)(b) | |
| | I | II | III | IV | V | VI | VII=IV+V+VI | VIII | IX | | | | X | XI= VII+X | XII | | XIII | | XIV |
| **(1)** | **Institutions** | | | | | | | | | | | | | | | | | | |
| (a) | Mutual Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (b) | Venture Capital Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (c) | Alternate Investment Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (d) | Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (e) | Foreign Portfolio Investors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (f) | Financial Institutions/ | - | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Banks | | | | | | | | | | | | | | | | |
| (g) | Insurance Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (h) | Provident Funds/ Pension Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (i) | Any Other (specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(1)** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **(2)** | **Central Government/ State Government(s)/ President of India** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(2)** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **(3)** | **Non-institutions** | | | | | | | | | | | | | | | | |
| (a) | Individuals | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs. | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | NBFCs registered with RBI | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Overseas Depositories (holding DRs) (balancing figure) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Any Other | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Body Corporate | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Clearing Members | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Non Resident Indians (Non Repat) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Non Resident Indians (NRI's) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Non Resident Indians (Repat) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(3)** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

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

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

**13. The Top Ten Shareholders of our Company and their Shareholding is set forth below:-**

As on the date of the Prospectus, our Company has 28 (Twenty Eight) shareholders.

i. Our top ten shareholders as on the date of filing of the Prospectus are as follow:

| Sr. No. | Names | Shares Held (Face Value of Rs. 10 each) | % shares held (% Pre Issue paid up Capital) |
|---|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 21.78 |
| 2. | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 6.84 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 6.67 |
| 4. | Mr. Smit Vaghjibhai Bhalu | 2,76,592 | 6.46 |
| 5. | Mr. Dipak Durlabhbhai Bhut | 2,62,295 | 6.13 |
| 6. | Mr. Dharmesh Pansuriya | 2,57,364 | 6.01 |
| 7. | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 5.92 |
| 8. | Mr. Sanjay D. Bhut | 2,16,911 | 5.07 |
| 9. | Mr. Dharmeshbhai B. Dadhaniya | 2,13,469 | 4.99 |
| 10. | Mrs. Sangeetaben Rameshbhai Khichadia | 1,62,026 | 3.79 |
| | **Total** | **31,52,594** | **73.66** |

ii. Our top ten shareholders 10 days prior filing of the Prospectus are as follows:

| Sr. No. | Names | Shares Held (Face Value of Rs. 10 each) | % shares held (% Pre Issue paid up Capital) |
|---|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 21.78 |
| 2. | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 6.84 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 6.67 |
| 4. | Mr. Smit Vaghjibhai Bhalu | 2,76,592 | 6.46 |
| 5. | Mr. Dipak Durlabhbhai Bhut | 2,62,295 | 6.13 |
| 6. | Mr. Dharmesh Pansuriya | 2,57,364 | 6.01 |
| 7. | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 5.92 |
| 8. | Mr. Sanjay D. Bhut | 2,16,911 | 5.07 |
| 9. | Mr. Dharmeshbhai B. Dadhaniya | 2,13,469 | 4.99 |
| 10. | Mrs. Sangeetaben Rameshbhai Khichadia | 1,62,026 | 3.79 |
| | **Total** | **31,52,594** | **73.66** |

iii. Details of top ten shareholders of our Company two years prior to the date of filing of the Prospectus are as follows:

| Sr. No. | Names | Shares Held (Face Value of Rs. 10 each) | % of Paid up Equity Shares as on 2 years prior to the date of filing of the Prospectus |
|---|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 4,60,218 | 22.40 |
| 2. | Mr. Dharmesh Pansuriya | 1,27,073 | 6.19 |
| 3. | Mr. Shailesh Karshanbhai Bhut | 1,18,808 | 5.78 |
| 4. | Mr. Anilbhai Vasantbhai Bhalu | 1,16,321 | 5.66 |
| 5. | Mr. Gopal Devrajbhai Khichadia | 1,05,000 | 5.11 |
| 6. | Mr. Dharmeshbhai B. Dadhaniya | 1,04,338 | 5.08 |
| 7. | Mrs. Komalben S. Bhut | 1,01,038 | 4.92 |
| 8. | Mr. Smit Vaghjibhai Bhalu | 99,995 | 4.87 |
| 9. | Mr. Dipak Durlabhbhai Bhut | 92,004 | 4.48 |
| 10. | Mrs. Sangeetaben Rameshbhai Khichadia | 80,000 | 3.89 |
| | **Total** | **14,04,795** | **68.38** |

**Details of shares held on March 31, 2015 and Percentage held has been calculated based on the paid up capital of our company as on March 31, 2015.*

14. We have no public shareholder in our Company as on the date of Prospectus.

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

| Sr. No. | Name of Shareholder | Date of Transaction | Promoter/ Promoter Group/ Director | Number of Equity Shares subscribed to/Acquired | Number of Equity Shares Sold | Subscribed/ Acquired/ Transferred |
|---|---|---|---|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | January 22, 2015 | Promoter/ Director | 75,777 | -- | Subscribed (Right Issue) |
| | Mr. Dharmesh Pansuriya | | Promoter | 12,635 | -- | Subscribed (Right Issue) |
| | Mr. Kanji Mohanbhai Pansuria | | Promoter Group | 4,500 | -- | Subscribed (Right Issue) |
| | Mr. Bhaveshbhai K. Gedia | | Promoter Group | 7,941 | -- | Subscribed (Right Issue) |
| | Mr. Kaushikbhai Vashrambhai Mori | | Promoter Group | 5,294 | -- | Subscribed (Right Issue) |
| | Mrs. Falguni Kaushikbhai Mori | | Promoter Group | 5,911 | -- | Subscribed (Right Issue) |
| | Mr. Anilbhai Vasantbhai Bhalu | | Promoter/ Director | 18,826 | -- | Subscribed (Right Issue) |
| | Mrs. Rashmita S. Bhalu | | Promoter Group | 18,826 | -- | Subscribed (Right Issue) |
| | Mrs. Pushpaben D. Bhut | | Promoter Group | 18,154 | -- | Subscribed (Right Issue) |
| | Mrs. Komalben S. Bhut | | Promoter | 18,154 | -- | Subscribed (Right Issue) |
| | Mr. Shaileshbhai K. Bhut | | Promoter/ Director | 15,688 | -- | Subscribed (Right Issue) |
| | Mr. Bharatbhai M. Dadhania | | Promoter Group | 5,074 | -- | Subscribed (Right Issue) |
| | Mr. Dharmeshbhai B. Dadhania | | Promoter Group | 11,382 | -- | Subscribed (Right Issue) |
| | Mrs. Ranjanben B. Dadhaniya | | Promoter Group | 5,956 | -- | Subscribed (Right Issue) |
| 2. | Mr. Rameshbhai Devrajbhai Khichadia | February 26, 2015 | Promoter/ Director | 1,89,441 | -- | Subscribed (Right Issue) |
| | Mr. Dharmesh Pansuriya | | Promoter | 42,838 | -- | Subscribed (Right Issue) |
| | Mr. Bhaveshbhai K. Gedia | | Promoter Group | 19,853 | -- | Subscribed (Right Issue) |
| | Mr. Kaushikbhai Vashrambhai Mori | | Promoter Group | 13,235 | -- | Subscribed (Right Issue) |
| | Mrs. Falguni Kaushikbhai Mori | | Promoter Group | 14,779 | -- | Subscribed (Right Issue) |
| | Mr. Anilbhai Vasantbhai Bhalu | | Promoter/ Director | 47,065 | -- | Subscribed (Right Issue) |
| | Mr. Smit Vaghjibhai Bhalu | | Promoter | 47,065 | -- | Subscribed (Right Issue) |
| | Mr. Dipak Durlabhbhai Bhut | | Promoter Group | 45,384 | -- | Subscribed (Right Issue) |
| | Mrs. Komalben S. Bhut | | Promoter | 45,384 | -- | Subscribed (Right Issue) |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Mr. Shaileshbhai K. Bhut | | Promoter/ Director | 39,220 | -- | Subscribed (Right Issue) |
| | Mr. Bharatbhai M. Dadhania | | Promoter Group | 12,684 | -- | Subscribed (Right Issue) |
| | Mr. Dharmeshbhai B. Dadhania | | Promoter Group | 28,456 | -- | Subscribed (Right Issue) |
| | Mrs. Ranjanben B. Dadhaania | | Promoter Group | 14,890 | -- | Subscribed (Right Issue) |
| 3. | Mr. Rameshbhai Devrajbhai Khichadia | March 08, 2017 | Promoter/ Director | 2,30,109 | -- | Subscribed (Right Issue) |
| | Mrs. Sangeetaben Rameshbhai Khichadia | | Promoter Group | 40,000 | -- | Subscribed (Right Issue) |
| | Mr. Gopal Devrajbhai Khichadia | | Promoter/ Director | 52,500 | -- | Subscribed (Right Issue) |
| | Mr. Dharmesh Pansuriya | | Promoter | 63,536 | -- | Subscribed (Right Issue) |
| | Mr. Kantilal M. Gedia | | Promoter Group | 7,500 | -- | Subscribed (Right Issue) |
| | Mr. Bhaveshbhai K. Gedia | | Promoter Group | 28,897 | -- | Subscribed (Right Issue) |
| | Mr. Kaushikbhai Vashrambhai Mori | | Promoter Group | 24,265 | -- | Subscribed (Right Issue) |
| | Mr. Pankaj Vashrambhai Mori | | Promoter Group | 10,000 | -- | Subscribed (Right Issue) |
| | Mr. Anilbhai Vasantbhai Bhalu | | Promoter/ Director | 86,286 | -- | Subscribed (Right Issue) |
| | Mr. Smit Vaghjibhai Bhalu | | Promoter | 86,285 | -- | Subscribed (Right Issue) |
| | Mr. Dipak Durlabhbhai Bhut | | Promoter Group | 83,204 | -- | Subscribed (Right Issue) |
| | Mr. Sanjaybhai D. Bhut | | Promoter/ Director | 83,204 | -- | Subscribed (Right Issue) |
| | Mr. Shaileshbhai K. Bhut | | Promoter Group | 59,404 | -- | Subscribed (Right Issue) |
| | Mrs. Sonalben S. Bhut | | Promoter Group | 12,500 | -- | Subscribed (Right Issue) |
| | Mr. Bharatbhai M. Dadhania | | Promoter Group | 23,254 | -- | Subscribed (Right Issue) |
| | Mr. Dharmeshbhai B. Dadhaniya | | Promoter Group | 52,169 | -- | Subscribed (Right Issue) |
| | Mrs. Ranjanben B. Dadhaania | | Promoter Group | 27,298 | -- | Subscribed (Right Issue) |
| | Mrs. Falguni Kaushikbhai Mori | | Promoter Group | 17,095 | -- | Subscribed (Right Issue) |
| | Mr. Kanji Mohanbhai Pansuria | | Promoter Group | 15,000 | -- | Subscribed (Right Issue) |
| | Mr. Ritesh Rameshbhai Khichadia | | Promoter Group | 24,700 | -- | Subscribed (Right Issue) |
| | Mr. Rameshbhai Devrajbhai Khichadia | | Promoter/ Director | 2,30,109 | -- | Subscribed (Right Issue) |
| | Mrs. Sangeetaben Rameshbhai Khichadia | | Promoter Group | 40,000 | -- | Subscribed (Right Issue) |
| | Mr. Gopal Devrajbhai Khichadia | | Promoter/ Director | 52,500 | -- | Subscribed (Right Issue) |
| | Mr. Dharmesh Pansuriya | | Promoter | 63,536 | -- | Subscribed |

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | | | (Right Issue) |
| 4. | Mr. Kantilal M. Gedia | March 29, 2017 | Promoter Group | 7,500 | -- | Subscribed (Right Issue) |
| | Mr. Bhaveshbhai K. Gedia | | Promoter Group | 28,897 | -- | Subscribed (Right Issue) |
| | Mr. Kaushikbhai Vashrambhai Mori | | Promoter Group | 24,265 | -- | Subscribed (Right Issue) |
| | Mr. Pankaj Vashrambhai Mori | | Promoter Group | 10,000 | -- | Subscribed (Right Issue) |
| | Mr. Anilbhai Vasantbhai Bhalu | | Promoter/ Director | 86,286 | -- | Subscribed (Right Issue) |
| | Mr. Smit Vaghjibhai Bhalu | | Promoter | 86,285 | -- | Subscribed (Right Issue) |
| | Mr. Dipak Durlabhbhai Bhut | | Promoter Group | 83,204 | -- | Subscribed (Right Issue) |
| | Mr. Sanjay D. Bhut | | Promoter Group | 83,204 | -- | Subscribed (Right Issue) |
| | Mr. Shaileshbhai K. Bhut | | Promoter/ Director | 71,904 | -- | Subscribed (Right Issue) |
| | Mr. Bharatbhai M. Dadhania | | Promoter Group | 23,254 | -- | Subscribed (Right Issue) |
| | Mr. Dharmeshbhai B. Dadhaniya | | Promoter Group | 52,169 | -- | Subscribed (Right Issue) |
| | Mrs. Ranjanben B. Dadhaania | | Promoter Group | 27,298 | -- | Subscribed (Right Issue) |
| | Mrs. Falguni Kaushikbhai Mori | | Promoter Group | 17,095 | -- | Subscribed (Right Issue) |
| | Mr. Kanji Mohanbhai Pansuria | | Promoter Group | 15,000 | -- | Subscribed (Right Issue) |
| | Mr. Ritesh Rameshbhai Khichadia | | Promoter Group | 24,700 | -- | Subscribed (Right Issue) |
| 5. | Mr. Rameshbhai Devrajbhai Khichadia | May 04, 2017 | Promoter/ Director | 11,656 | -- | Subscribed (Right Issue) |
| | Mrs. Sangeetaben Rameshbhai Khichadia | | Promoter Group | 2,026 | -- | Subscribed (Right Issue) |
| | Mr. Gopal Devrajbhai Khichadia | | Promoter/ Director | 2,659 | -- | Subscribed (Right Issue) |
| | Mr. Dharmesh Pansuriya | | Promoter | 3,219 | -- | Subscribed (Right Issue) |
| | Mr. Kaushikbhai Vashrambhai Mori | | Promoter Group | 2,397 | -- | Subscribed (Right Issue) |
| | Mr. Anilbhai Vasantbhai Bhalu | | Promoter/ Director | 4,027 | -- | Subscribed (Right Issue) |
| | Mr. Smit Vaghjibhai Bhalu | | Promoter | 4,027 | -- | Subscribed (Right Issue) |
| | Mr. Deepakbhai D. Bhut | | Promoter Group | 3,883 | -- | Subscribed (Right Issue) |
| | Mr. Sanjay D. Bhut | | Promoter Group | 3,883 | -- | Subscribed (Right Issue) |
| | Mr. Shaileshbhai K. Bhut | | Promoter/ Director | 3,356 | -- | Subscribed (Right Issue) |
| | Mr. Dharmeshbhai B. Dadhaniya | | Promoter Group | 4,793 | -- | Subscribed (Right Issue) |
| | Mr. Kanji Mohanbhai Pansuria | | Promoter Group | 760 | -- | Subscribed (Right Issue) |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Mr. Ritesh Rameshbhai Khichadia | | Promoter Group | 1,251 | -- | Subscribed (Right Issue) |
| | Divyesh Parsotambhai Bhalu | | Promoter Group | 41,088 | -- | Subscribed (Right Issue) |
| | Mr. Ronak Jentibhai Vagadia | | Promoter Group | 41,088 | -- | Subscribed (Right Issue) |
| | Mr. Jagdishbhai Pravinbhai Movaliya | | Promoter Group | 41,088 | -- | Subscribed (Right Issue) |
| 6. | Mr. Gopal Devrajbhai Khichdia | June 27, 2017 | Promoter | 72,794 | | Acquired |
| 7. | Mr. Ghirdharbhai D. Khichadia | June 27, 2017 | Promoter Group | 72,794 | | Acquired |
| 8. | Mr. Kantilal Manilal Gediya | June 27, 2017 | Promoter Group | | (30,000) | Transferred |
| 9. | Mr. Bhaveshbhai K Gediya | June 27, 2017 | Promoter Group | | (1,15,588) | Transferred |

16. 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 |
|---|---|---|
| Mr. Rameshbhai Devrajbhai Khichadia | Chairman and Non Executive Director | 9,32,092 |
| Mr. Gopal Devrajbhai Khichadia | Non Executive Director | 2,85,453 |
| Mr. Anilbhai Vasantbhai Bhalu | Managing Director | 2,92,920 |
| Mr. Shailesh Karshanbhai Bhut | Whole Time Director | 2,53,472 |

17. None of our Promoters, 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 six months immediately preceding the date of filing of the Prospectus.

18. Neither, we nor our Promoters, Directors, Selling Shareholders and the Lead Manager to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.

19. As on the date of filing of the 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.

20. As on the date of the Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

21. Our Company has not raised any bridge loan against the proceeds of the Issue.

22. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

23. As on the date of the Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.

24. The Lead Manager i.e. Hem Securities Ltd. and their associates do not hold any Equity Shares in our Company as on the date of filing of the Prospectus.

25. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares Offered have been listed or application moneys refunded on account of failure of Issue.

26. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares

(including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.

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 5% of the total 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. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years 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 Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

30. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.

31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

34. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

35. As on the date of the Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.

36. There are no Equity Shares against which depository receipts have been issued.

37. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Prospectus.

38. We have 28 (Twenty Eight) Shareholders as on the date of filing of the Prospectus.

39. There are no safety net arrangements for this Public Issue.

40. Our Promoters and Promoter Group will not participate in this Issue, except for the sale of equity shares offered by them for sale in the offer.

41. This Issue is being made through Fixed Price method.

42. Except as disclosed in the Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Prospectus.

43. No person connected with the Offer shall issue 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.

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 Offer Closing Date are reported to the Stock Exchanges within 24

hours of such transactions being completed. The Selling Shareholders shall not transfer their Equity Shares during the period commencing from submission of the Prospectus with Stock Exchange until the final approval on Basis of Allotment has been obtained from the Stock Exchange for the Equity Shares Allotted/ to be Allotted pursuant to the Offer except for transfer the Equity Shares held by them to demat escrow account as mutually agreed between our Company, Selling Shareholder and the Lead Manager.

45. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

46. As per RBI regulations, OCB's are not allowed to participate in the Issue

47. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

48. The details of Equity Shares being offered for sale are as follows:

| Sr. No | Name of Selling Shareholders | Number of Equity Shares |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 95,000 |
| 2. | Mrs. Sangeetaben Rameshbhai Khichadia | 80,000 |
| 3. | Mr. Ritesh Rameshbhai Khichadia | 49,000 |
| 4. | Mr. Kanji Mohanbhai Pansuria | 30,000 |
| 5. | Mr. Kaushikbhai Vashrambhai Mori | 46,000 |
| 6. | Mr. Vaghajibhai Govabhai Bhalu | 54,000 |
| 7. | Mrs. Rashmitaben S. Bhalu | 45,500 |
| 8. | Mr. Dipak Durlabhbhai Bhut | 92,000 |
| 9. | Mrs. Sonalben S. Bhut | 25,000 |
| 10. | Mr. Dharmeshbhai B. Dadhaniya | 83,500 |
| | **Total** | **6,00,000** |

## OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 8,25,000 Equity Shares of our Company at an Issue Price of ₹ 40.00 per Equity Share and an Offer for Sale for 6,00,000 equity shares of our Company at an Issue Price of ₹ 40.00 per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

**The Offer for Sale**

Our Company will not receive any proceeds from the Offer for Sale.

**The Fresh Issue**

The Net Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To meet Working Capital Requirement
2. General Corporate Expenses, and
3. To Meet the Issue Expenses

*(Collectively referred as the **"objects")***

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

Our Company is engaged in manufacturing of metal casting with high tensile, high-volume, complex thin-wall investment castings and fully-finished casting-based subassemblies and components. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

**Requirement of Funds**:-

The following table summarizes the requirement of funds:

| Sr.No | Particulars | Amt (₹ in Lacs) |
|---|---|---|
| 1. | To Meet Working Capital Requirement | 298.30 |
| 2. | Public Issue Expenses | 16.20 |
| 3. | General Corporate Expenses | 15.50 |
| | **Gross Issue Proceeds** | 330.00 |
| | **Less: Issue Expenses** | 16.20 |
| | **Net Issue Proceeds** | 313.80 |

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

| Sr. No | Particulars | Amt (₹ in Lacs) |
|---|---|---|
| 1. | To Meet Working Capital Requirement | 298.30 |
| 2. | General Corporate Expenses | 15.50 |
| | **Total** | 313.80 |

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

| Particulars | Amt (₹ in Lacs) |
|---|---|
| Net Issue Proceeds | 313.80 |
| **Total** | 313.80 |

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

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in 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 or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 16 of the Draft Prospectus.

**Details of Use of Issue Proceeds**:

**1. To Meet Working Capital Requirement**

Our business is working capital intensive. We are required to provide sufficient credit period to our customers. The Company will meet the requirement to the extent of ₹ 298.30 lacs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(₹ in Lacs)

| Sr. No. | Particulars | Actual (Restated) | Actual (Restated) | Estimated | Estimated |
|---|---|---|---|---|---|
| | | 31-March-16 | 31-March-17 | 31-March-18 | 31-March-19 |
| I | **Current Assets** | | | | |
| | Inventories | 157.85 | 303.00 | 394.80 | 447.24 |
| | Trade receivables | 440.26 | 648.25 | 703.13 | 773.44 |
| | Cash and cash equivalents | 6.57 | 4.63 | 20.10 | 27.19 |
| | Short Term Loans and Advances | 11.27 | 54.44 | 71.53 | 78.87 |
| | Other Current Assets | 2.01 | 2.34 | 43.70 | 48.00 |
| | **Total(A)** | **617.96** | **1012.67** | **1233.26** | **1374.74** |
| II | **Current Liabilities** | | | | |
| | Trade payables | 276.04 | 430.54 | 108.25 | 86.72 |
| | Other Current Liabilities | 46.37 | 38.95 | 52.36 | 54.95 |
| | Short Term Provisions | 28.71 | 90.27 | 71.53 | 78.87 |
| | **Total (B)** | **491.09** | **665.57** | **532.14** | **520.54** |
| III | **Total Working Capital Gap (A-B)** | **266.83** | **452.91** | **1001.12** | **854.20** |

| Sr. No. | Particulars | Actual (Restated) | Actual (Restated) | Estimated | Estimated |
|---|---|---|---|---|---|
| | | 31-March-16 | 31-March-17 | 31-March-18 | 31-March-19 |
| IV | Funding Pattern | | | | |
| | Short term borrowing & Internal Accruals | 266.83 | 347.10 | 687.32 | 854.20 |
| | **IPO Proceeds** | | | **313.80** | |

**Justification:**

| S. No. | Particulars |
|---|---|
| **Debtors** | We expect Debtors Holding days to be at 112.50 Days for FY 2017-18 based on increased sales and better credit Management policies ensuring timely recovery of dues. |
| **Creditors** | We expect Creditors payments days to be 30 days due to reduction in credit period. |

**2. General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ 15.50 lacs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

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

**3. Public Issue Expenses:-**

The estimated Issue related expenses includes Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹ 28.00 lacs (inclusive of all applicable taxes) which is 4.91% of the Issue Size. All the Issue related expenses shall be met out by the company and the same will be distributed among the company and the selling shareholders as per the applicable laws.

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

| Activity | (Rs .in Lacs)* |
|---|---|
| Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, etc* | 20.75 |
| Printing and Stationery and postage expenses | 2.00 |
| Advertising and Marketing expenses | 2.50 |
| Statutory expenses | 2.75 |
| **Total Estimated Issue Expenses** | 28.00 |

**Proposed Schedule of Implementation:**

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

(₹ In Lakhs)

| Sr. No. | Particulars | Amount to be deployed and utilized in |
|---|---|---|
| | | F.Y. 17-18 |
| 1. | To Meet Working Capital Requirement | 298.30 |

| | | |
|---|---|---|
| 2. | General Corporate Purpose | 15.50 |
| | **Total** | 313.80 |

**Funds Deployed and Source of Funds Deployed:**

Our Statutory Auditors M/s. P. Ghanshyam & Co., Chartered Accountants vide their certificate dated June 14, 2017 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

| Particulars | Amt (₹ in Lakh) |
|---|---|
| Issue Expenses | 5.75 |
| **Total** | **5.75** |

**Amount inclusive of applicable taxes*

**Sources of Financing for the Funds Deployed:**

Our Statutory Auditors M/s. P. Ghanshyam & Co., Chartered Accountants vide their certificate dated June 14, 2017 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

| Particulars | Amt (₹ in Lakh) |
|---|---|
| Internal Accruals | 5.75 |
| **Total** | **5.75** |

**Amount inclusive of applicable taxes*

**Appraisal**

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

**Shortfall of Funds**

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

**Bridge Financing Facilities**

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

**Monitoring Utilization of Funds**

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

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.
Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**Variation in Objects**

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

**Other confirmations**

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. Except for the proceeds from the Offer for Sale by the Selling Shareholders no part of the Issue Proceeds will be paid by us to our Promoter, our Directors or key managerial personnel or our Group Companies, except in the normal course of business and in compliance with the applicable laws.

## BASIC TERMS OF ISSUE

**Authority for the Present Issue**

**Fresh Issue**

This Issue in terms of the Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated April 29, 2017 and by the shareholders pursuant to a special resolution in an Annual General Meeting held on June 14, 2017 under section 62 (1) (c) of the Companies Act, 2013.

**Offer for Sale**

The Offer for Sale has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on May 17, 2017 and by the shareholders pursuant to a special resolution in an Annual General Meeting held on June 14, 2017 under section 28 of the Companies Act, 2013. Selling Shareholders have authorized the sale of their Equity Shares pursuant to the Offer as set out below:

| Sr No | Name of Selling Shareholder | Date of Authorization Letter | Number of Equity Shares offered for sale |
|---|---|---|---|
| 1 | Mr. Rameshbhai Devrajbhai Khichadia | May 16, 2017 | 95000 |
| 2 | Mrs. Sangeetaben Rameshbhai Khichadia | May 16, 2017 | 80000 |
| 3 | Mr. Ritesh Rameshbhai Khichadia | May 16, 2017 | 49000 |
| 4 | Mr. Dipak Durlabhbhai Bhut | May 16, 2017 | 92000 |
| 5 | Mr. Dharmeshbhai B. Dadhaniya | May 16, 2017 | 83500 |
| 6 | Mr. Kanji Moahanbhai Pansuria | May 16, 2017 | 30000 |
| 7 | Mrs. Rashmita S. Bhalu | May 16, 2017 | 45500 |
| 8 | Mrs. Sonalben S. Bhut | May 16, 2017 | 25000 |
| 9 | Mr. Vaghajibhai Govabhai Bhalu | May 16, 2017 | 54000 |
| 10 | Mr. Kaushikbhai Vashrambhai Mori | May 16, 2017 | 46000 |
| | **Total** | | **600000** |

The Selling Shareholder have severally confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer.

**Terms of the Issue**

The Equity Shares, now being offered, are subject to the terms and conditions of the 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.

**Issue Details**

| | |
|---|---|
| **Face Value** | Each Equity Share shall have the face value of ₹ 10.00 each. |
| **Issue Price** | Each Equity Share is being issued at a price of ₹ 40.00 each and is4 times of Face Value. |
| **Market Lot and Trading Lot** | The Market lot and Trading lot for the Equity Share is 3000 and the multiple of 3000; subject to a minimum allotment of 3000 Equity Shares to the successful applicants. |

| | |
|---|---|
| **Terms of Payment** | 100% of the issue price of ₹ 40/- each shall be payable on Application. For more details please refer "Issue Structure" beginning to page 267 of the Prospectus. |
| **Ranking of the Equity Shares** | The Equity Shares being offered pursuant to this Issue shall be subject to the provisions of Companies Act, Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see "Main Provisions of Articles of Association" on page 310 of the 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 the prescribed time, our Company shall pay interest prescribed in the Companies Act, the SEBI (ICDR) Regulations and other applicable Laws, if any.

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

For further details, please refer to section titled "Terms of the Issue" beginning on page 261 of this Prospectus.

## BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled* "Risk Factors", *the details about our Company under the section titled* "Our Business" and its financial statements under the section titled "Financial Information of the Company" *beginning on page 16, page 121 and page 175 respectively of the 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 the Company and the selling shareholders in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ 40.00 per share which is 4 times of the face value.

### QUALITATIVE FACTORS

- Diverse Product Range covering different Industry verticals
- Strong Engineering, Product Development and Technological Capabilities
- Experienced and qualified team
- Quality assurance
- Cost effective production and timely fulfillment of orders

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled "Our Business" beginning on page 121 of the Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled "Financial Information of the Company" on page 175 of this Prospectus.

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

| Sr. No | Period | Basic & Diluted (₹) | Weights |
|---|---|---|---|
| **1.** | FY 2014-15 | 0.66 | 1 |
| **2.** | FY 2015-16 | 1.20 | 2 |
| **3.** | FY 2016-17 | 5.86** | 3 |
| | **Weighted Average** | **3.44** | |

** In accordance with Accounting Statndard 20, the Basic and Diluted Earnings per Share is calculated based on Weighted average number of shares as at the year end,*
*** However if the same is calculated on the basis of outstanding equity share at the year end, the Earnings per share for FY 2016-17 would be Rs 3.22 per share.*

*Notes:*

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹ 10.00.*
iii. *Earnings per Share has been calculated in accordance with Accounting Standard 20 – "Earnings per Share" issued by the Institute of Chartered Accountants of India.*
iv. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.*

**2. Price Earning (P/E) Ratio in relation to the Issue Price of ₹40.00 per share:**

| Sr. No | Particulars | P/E |
|---|---|---|
| 1 | P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17 | 6.83 |
| 2 | P/E ratio based on the Weighted Average EPS, as restated for FY 2016-17 | 11.63 |

**Peer Group P/ E***

| Sr. No | Particulars | P/E |
|---|---|---|
| 1 | Highest (Steelcast Limited) | 88.97 |
| 2 | Lowest (Srikalahasthi Pipes Ltd.) | 10.68 |
| | **Industry Composite** | 17.72 |

**Source:* *AceEquity dated July 07, 2017*

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

| Sr. No | Period | RONW (%) | Weights |
|---|---|---|---|
| 1 | FY 2014-15 | 4.66% | 1 |
| 2 | FY 2015-16 | 11.23% | 2 |
| 3 | FY 2016-17 | 23.19% | 3 |
| | **Weighted Average** | **16.12%** | |

*Restated Profit after tax/Net Worth

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

(a) Based on Basic and Diluted EPS, as restated of FY 2016-17 of ₹ 5.86 at the Issue Price of ₹ 40.00 per share:

- 33.24% on the restated financial statements.

(b) Based on Weighted Average Basic and Diluted EPS, as adjusted of ₹ 3.44 at the Issue Price of ₹ 40.00 per share:

- 19.52% on the restated financial statements.

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

| Sr. No. | As at | NAV (₹) |
|---|---|---|
| 1. | March 31, 2015 | 10.03 |
| 2. | March 31, 2016 | 11.30 |
| 3. | March 31, 2017 | 13.87 |
| 4. | NAV after Issue | 17.63 |
| | **Issue Price** | 40.00 |

**6. Comparison of Accounting Ratios with Industry Peers[1]**

| Sr. No. | Name of Company | Results Type | Face Value (₹) | EPS (₹)[3] | PE[4] | RoNW (%) | NAV per Share (₹) |
|---|---|---|---|---|---|---|---|
| 1. | Bhagwati Autocast Ltd. | Standalone | 10.00 | 4.91 | 22.00 | 7.36 | 70.78 |
| 2. | Carnation Industries Ltd. | Standalone | 10.00 | 0.63 | 80.56 | 1.17 | 53.61 |
| 3. | Investment & Precision Castings Ltd. | Standalone | 10.00 | 8.48 | 32.33 | 7.75 | 110.84 |
| 4. | Nitin Castings Ltd. | Standalone | 10.00 | 4.76 | 23.34 | 2.82 | 93.55 |
| 5. | Captain Technocast Limited[2] | Standalone | 10.00 | 5.86 | 6.83 | 23.19 | 13.87 |

[1] **Source: AceEquity dated July 07, 2017*
[2] *Based on March 31, 2017 restated financial statements*
[3] *Basic & Diluted Earnings per share (EPS), as adjusted*
[4] *Price Earning (P/E) Ratio in relation to the Issue Price of* ₹ 40.00 *per* share.
*Considering the nature of business of the company the peers are not strictly comparable, however same have been included for broad comparison.*

**7.** The face value of our shares is ₹ 10.00 per share and the Issue Price is of ₹ 40.00 per share which is 4 times of the face value.

**8.** Our Company and the selling shareholders in consultation with the Lead Manager believes that the Issue Price of ₹ 40.00 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 the offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with section titled "Our Business", "Risk Factors" and "Financial Information of the Company" beginning on page 121, 16 and 175 respectively including important profitability and return ratios, as set out in "Annexure Y" to the Financial Information of the Company on page 216 of the Prospectus to have a more informed view.

## STATEMENT OF TAX BENEFITS

**To,**
**The Board of Directors,**
**Captain Technocast Limited**
Survey No.-257, Plot No. 4
N. H. No. 8-B, Shapar (Veraval)
Rajkot, Gujarat-360002

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to Captain Technocast Limited ("the Company") and its shareholders prepared in accordance with the requirement in SCHEDULE VIII – CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ('the Regulation')**

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

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

We do not express any opinion or provide any assurance as to whether: a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or b) The conditions prescribed for availing the benefits have been / would be met with. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For and on behalf of**
**M/s. P. Ghanshyam & Co.**
*Chartered Accountants*
**Firm Registration No.: - 103153W**

**Ghanshyam L. Kathrotia**
*Partner*
Membership No. 032424

Place: Rajkot
Date: 14.06.2017

## ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

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

### A. SPECIAL TAX BENEFITS TO THE COMPANY :-

There are no special tax benefits available to the Company

### B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER :-

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

## SECTION IV – ABOUT THE 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. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.*

### Global Economic Outlook

Global economic activity is picking up with a long awaited cyclical recovery in investment, manufacturing, and trade. World growth is expected to rise from 3.1 percent in 2016 to 3.5 percent in 2017 and 3.6 percent in 2018, slightly above the October 2016 World Economic Outlook (WEO) forecast. Stronger activity and expectations of more robust global demand, coupled with agreed restrictions on oil supply, have helped commodity prices recover from their troughs in early 2016. Higher commodity prices have provided some relief to commodity exporters and helped lift global headline inflation and reduce deflationary pressures. Financial markets are buoyant and expect continued policy support in China and fiscal expansion and deregulation in the United States. If confidence and market sentiment remain strong, short-term growth could indeed surprise on the upside. But these positive developments should not distract from binding structural impediments to a stronger recovery and a balance of risks that remains tilted to the downside, especially over the medium term. Structural problems—such as low productivity growth and high income inequality—are likely to persist. Inward-looking policies threaten global economic integration and the cooperative global economic order, which have served the world economy, especially emerging market and developing economies, well.

A faster-than-expected pace of interest rate hikes in the United States could tighten financial conditions elsewhere, with potential further U.S. dollar appreciation straining emerging market economies with exchange rate pegs to the dollar or with material balance sheet mismatches. More generally, a reversal in market sentiment and confidence could tighten financial conditions and exacerbate existing vulnerabilities in a number of emerging market economies, including China—which faces the daunting challenge of reducing its reliance on credit growth. A dilution of financial regulation may lead to stronger near-term growth but may imperil global financial stability and raise the risk of costly financial crises down the road. In addition, the threat of deepening geopolitical tensions persists, especially in the Middle East and North Africa. Against this backdrop, economic policies have an important role to play in staving off downside risks and securing the recovery, as stressed in previous WEOs. On the domestic front, policies should support demand and balance sheet repair where necessary and feasible; boost productivity through structural reforms, well-targeted infrastructure spending, and other supply-friendly fiscal policy measures; and support those displaced by structural transformations, such as technological change and globalization. Credible strategies are needed in many countries to place public debt on a sustainable path. Adjusting to lower commodity revenues and addressing financial vulnerabilities remain key challenges for many emerging market and developing economies. The world also needs a renewed multilateral effort to tackle a number of common challenges in an integrated global economy.

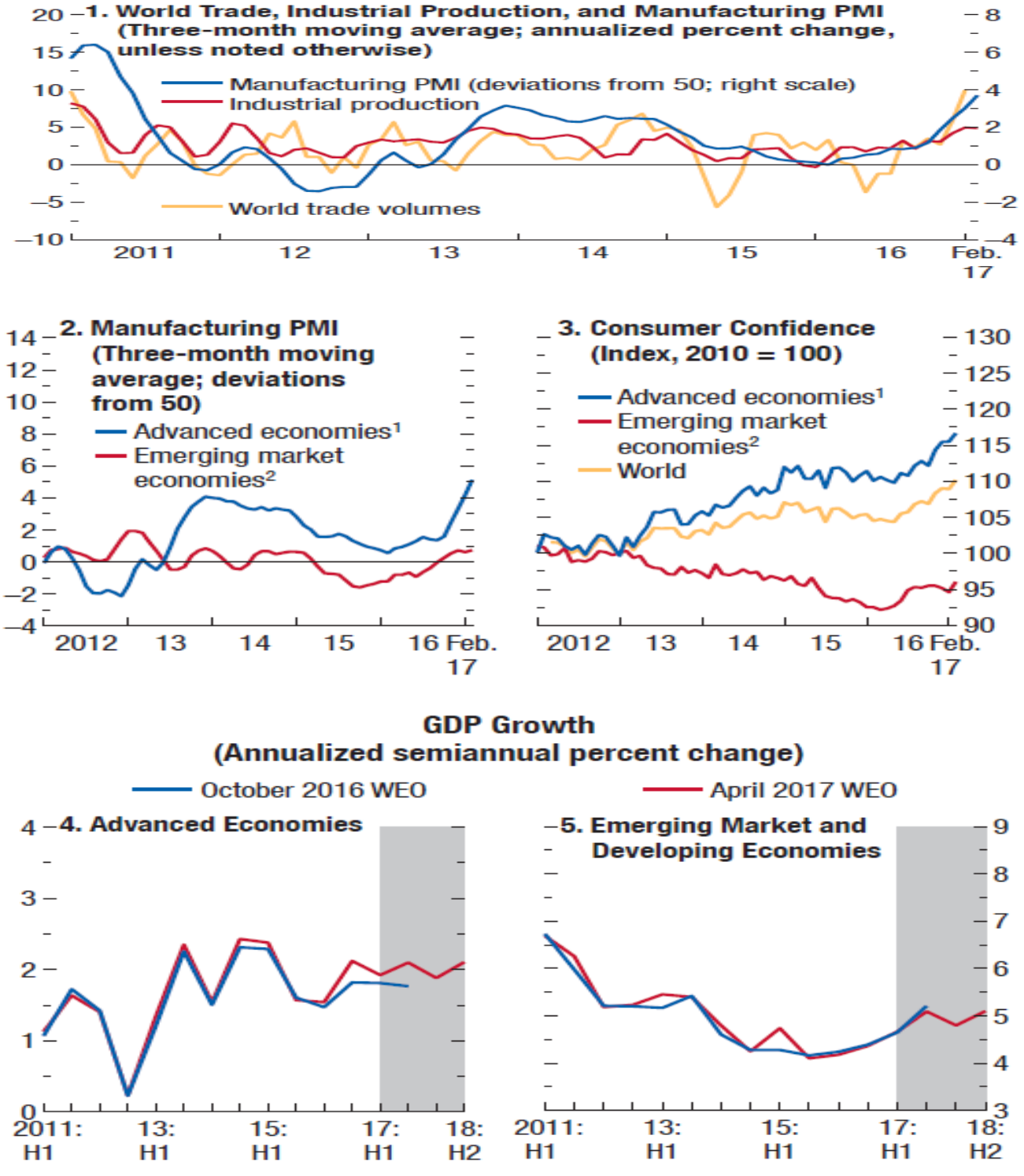
### Recent Developments and Prospects

Economic activity gained some momentum in the second half of 2016, especially in advanced economies. Growth picked up in the United States as firms grew more confident about future demand, and inventories started contributing positively to growth (after five quarters of drag). Growth also remained solid in the United Kingdom, where spending proved resilient in the aftermath of the June 2016 referendum in favor of leaving the European Union (Brexit). Activity surprised on the upside in Japan thanks to strong net exports, as well as in euro area countries, such as Germany and Spain, as a result of strong domestic demand.

Economic performance across emerging market and developing economies has remained mixed. Whereas China's growth remained strong, reflecting continued policy support, activity has slowed in India because of the impact of the currency exchange initiative, as well as in Brazil, which has been mired in a deep recession. Activity remained weak in fuel and nonfuel commodity exporters more generally, while geopolitical factors held back growth in parts of the Middle East and Turkey.

## Figure 1.1. Global Activity Indicators

Global economic activity gained momentum in the fourth quarter of 2016. Manufacturing PMIs and consumer confidence increased noticeably in advanced economies in the last few months of 2016 and early 2017. They also recovered to a more modest extent in emerging market economies.



**Global Outlook for 2017–18**

World growth, estimated as in the October 2016 WEO, at 3.1 percent in 2016, is projected to increase to 3.5 percent in 2017 and 3.6 percent in 2018—an upward revision of 0.1 percentage point for 2017 relative to October. Together with the modest change in the forecast for the overall global growth rate, projections of the strength of economic activity across country groups have also shifted. In line with the stronger-than-expected pickup in growth in advanced economies and weaker-than-expected activity in some emerging market economies in the latter half of 2016, the forecast for 2017–18 envisions a rebound in activity in advanced economies that is faster than previously expected, while growth in 2017 is forecast to be marginally weaker in emerging market and developing economies relative to the October 2016 WEO. These revisions notwithstanding, the broad story remains unchanged: over the near and medium term, most of the projected pickup in global growth will stem from stronger activity in emerging market and developing economies. Economic activity in advanced economies as a group is now forecast to grow by 2.0 percent in 2017 and 2018, 0.2 percentage point higher than expected in October 2016. The stronger outlook in advanced economies reflects a projected cyclical recovery in global manufacturing, signs of which were already visible at the end of 2016, and an uptick in confidence, especially after the U.S. elections, which are expected to fuel the cyclical momentum. As also noted in the January 2017 *WEO Update*, this forecast is particularly uncertain in light of potential changes in the policy stance of the new U.S. administration and their global spillovers. Growth in the group of emerging market and developing economies is forecast to rise to 4.5 percent and 4.8 percent, respectively, in 2017 and 2018, from an estimated outturn of 4.1 percent in 2016. This projected upturn reflects, to an important extent, a stabilization or recovery in a number of commodity exporters, some of which underwent painful adjustments following the drop in commodity prices, and strengthening growth in India, partially offset by a gradual slowdown of the Chinese economy. Nevertheless, as emphasized in previous WEOs, the outlook for emerging market and developing economies remains uneven and generally below these economies' average performance in 2000–15. A variety of factors weigh on their outlooks, including China's transition to a more sustainable pattern of growth that is less reliant on investment and commodity imports; a protracted adjustment to structurally lower commodity revenues in some commodity exporters; high debt levels everywhere; sluggish medium-term growth prospects in advanced economies; and domestic strife, political discord, and geopolitical tensions in a number of countries.

[Source - http://www.imf.org/en/Publications/WEO/Issues/2017/04/04/world-economic-outlook-april-2017]

**Indian Economic Overview**

With 1.2 billion people and the world's third largest economy in purchasing power parity terms, India's recent growth has been a significant achievement. Since independence in 1947, a landmark agricultural revolution has transformed the nation from chronic dependence on grain imports into an agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and enjoys a voice on the international stage that is more in keeping with its size and potential. Today, historic changes are again unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India's burgeoning young workforce is the largest and youngest the world has ever seen. At the same time, this vast nation is in the midst of a massive wave of urbanization, the scale of which has few parallels in history. How India shapes its significant human potential and reimagines its mushrooming towns and cities will largely determine the shape of the future for the country and its people for years to come.

India now stands at a critical juncture. It needs massive investments to create the jobs, housing, and infrastructure to meet its people's soaring aspirations. Growth that lifts all boats will be key, for more than 400 million of its people–or one-third of the world's poor–still live in poverty. And, many of those who have recently escaped the direst deprivation remain vulnerable to falling back. In addition, inequity in all dimensions will need to be addressed. Poverty rates in India's poorest states are three to four times higher than those in their more prosperous counterparts. Disadvantaged groups will need to be brought into the mainstream to reap the benefits of economic growth, and women—who "hold up half the sky"—empowered to take their rightful place in the socioeconomic fabric of the country. In particular, the nutrition of India's children - whose well-being will determine the extent of India's much-awaited demographic dividend – will call for concerted attention.

Although there are few blueprints for development on such a large and diverse scale, India has pioneered a host of bold new initiatives to address these and other challenges. For instance, the country's flagship 'Skill India' initiative seeks to equip India's growing young workforce with the skills needed to compete in today's rapidly changing work place. The skills program is complemented by the 'Make in India' initiative, as well as with efforts to ease the process of doing business. Both these programs aim to ramp up the jobs available to meet the aspirations of the vast numbers who enter India's job market every year.

Next, with urban areas being the fountainhead of jobs and a better quality of life, the Smart Cities and AMRUT programs focus on creating dynamic urban centers in towns and cities across the country. At the same time, India aims to put an end to open defecation – one of its most intractable challenges - by implementing the Swachh Bharat Mission (Clean India Mission) nationwide. In addition, the country has renewed its focus on cleaning and rejuvenating the iconic Ganga which stitches together the northern heartland and which is home to some 400 million people.

To ease transport bottlenecks, a string of inland waterways are being revived, and modern facilities and navigation systems installed to handle complex logistics operations. The Indian Railways, that stalwart of the transport sector, is also being modernized and transformational changes – such as the western and eastern dedicated freight corridors - being created to revive the railways' competitive edge. In addition, many of India's states are notching up successes in a range of development sectors, lighting the way forward for the rest of the country. In short, as India works to improve the quality of life for its citizens and lays the foundation for a prosperous future, 'Lighthouse India' is generating many lessons on development which hold relevance for both India and the world.

**[Source: http://www.worldbank.org/en/country/india/overview]**

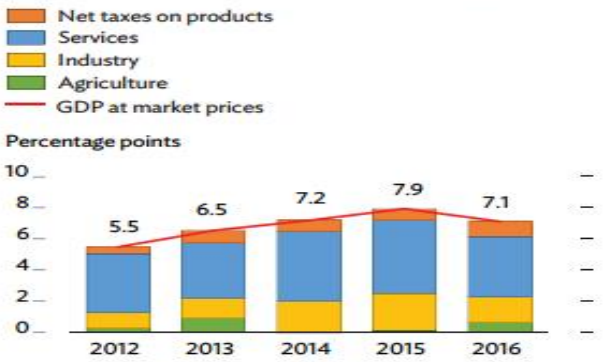
**Economic performance**

In the middle of FY2016 (ended 31 March 2017), the government announced the withdrawal of legal tender status of all existing Rs500 and Rs1,000 currency notes to counter black money hoarding and counterfeiting.This move demonetized 86% of currency in circulation by value. New Rs500 and Rs2,000 notes were introduced, but the distribution of new notes picked up only gradually, leaving a cash crunch for 2 months and straining economic activity dependent on cash.

This was one reason economic growth slowed to 7.1% in FY2016, according to advance government estimates. This outcome was well below 7.9% growth in FY2015 and marginally above the ADO Supplement forecast of 7.0% issued in 2016. Much of growth came from strong agriculture and government services. Excluding government services, growth in value added dropped from 6.7% to 6.0%. Agriculture grew by a robust 4.4% as a healthy monsoon helped food grain production grow by 8.1% to new records. Livestock, forestry, and fisheries also recorded healthy growth.

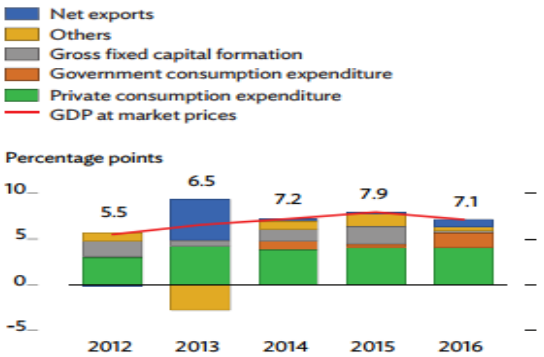
After growing by 8.2% in FY2015, industry decelerated to 5.8% in FY2016. Mining slowed considerably as oil and natural gas production contracted. Manufacturing value added grew by a healthy 7.7%, though down from the 10.6% recorded a year earlier. Growth reflected robust performance by large private manufacturers, which benefitted from lower input costs. However, healthy growth in manufacturing value added is at odds with the volume-based index of industrial production, which registered hardly any growth. Construction was muted, growing by 3.1% as the cash crunch possibly hit real estate activity in the second half of the fiscal year.

3.17.1 Supply-side contributions to growth




*Note:* Years are fiscal years ending on 31 March of the next year.
*Source:* Ministry of Statistics and Programme Implementation. http://www.mospi.nic.in (accessed 7 March 2017).

3.17.2 Demand-side contributions to growth



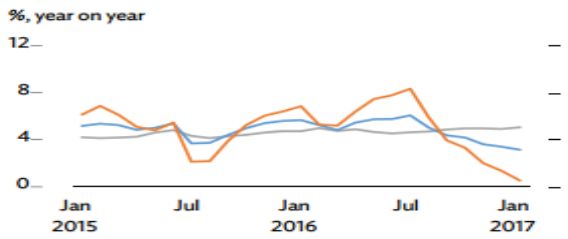

*Note:* Years are fiscal years ending on 31 March of the next year. Others includes valuables, changes in inventories and statistical discrepancy.
*Source:* Ministry of Statistics and Programme Implementation. http://www.mospi.nic.in (accessed 7 March 2017 )

Services growth also moderated, to 7.9%, with notable slowdowns in finance and real estate, as well as in trade, hotels, and transportation and communication services. Anemic credit growth continued to weigh on financial services, though deposit growth picked up substantially immediately after demonetization as people deposited the discontinued banknotes. Contraction in railway ridership and tonnage, and lackluster growth in commercial vehicle sales, subdued expansion in transportation services. By contrast, there was strong growth in government services, including public administration and defense, on account of salary hikes for central government employees.

Private consumption is estimated to have grown by 7.2%, much as in the previous year. However, this estimate may be optimistic because achieving it would require private consumption to grow by 8.2% in the second half of FY2016, significantly above the 6.1% achieved in the first half—or, for that matter, in the past few years. Government consumption is estimated to have grown at its fastest pace since FY2011 to pay the higher wages and salaries. Despite a 10.6% increase in central government capital expenditure, overall investment remained flat, growing by only 0.6%, as private investment continued to be weighed down by low capacity utilization and slow progress toward deleveraging. GDP growth got a further impetus from a robust increase in net taxes, buoyed by strong indirect tax collection.

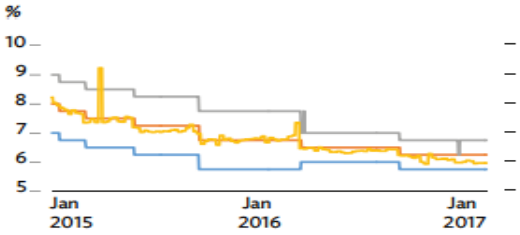
Inflation remained subdued for a second year, averaging 4.7%. While food inflation inched up in the first few months of FY2016 with rises for vegetables, pulses, and sugar, subsequent months saw prices cooled by a better monsoon and summer crop. Retail inflation is down considerably since November because of lower prices for perishable food, supplies of which tend to be ample in winter. Compounding this was a fall in demand as the cash crunch followed demonetization, forcing suppliers to sell at lower prices. Domestic fuel inflation has remained relatively subdued at 3.0%. Core inflation was also stable in FY2016, ranging from 4.5% to 5.0%. Subdued inflation allowed the Reserve Bank of India, the central bank, to reduce policy rates by 50 basis points during FY2016 for a cumulative decline of 175 basis points since January 2015. Moreover, with deposit accretion far outweighing credit growth after demonetization, commercial banks lowered their lending rates by 40–90 basis points as their new deposit costs came down.

**3.17.3 Inflation**




*Sources:* CEIC data company (accessed 7 March 2017); ADB staff estimates.

**3.17.4 Policy interest rates**

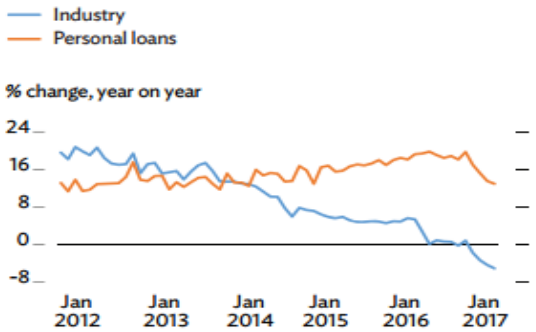



*Sources:* Bloomberg; CEIC Data Company (both accessed 14 March 2017).

Credit growth slumped in FY2016 to its lowest in over a decade, estimated at less than 8.0%. This slowdown masked growing divergence by sector. Credit to industry has trended lower for several years and contracted in FY2016 as investment demand stayed weak and corporations actively deleveraged to strengthen their balance sheets. On the other hand, retail credit including housing and vehicle loans trended higher, indicating robust household demand. Demonetization was a factor in the slump for some months, deferring demand and significantly affecting cash-dependent retail trade and micro, small, and medium-sized enterprises.

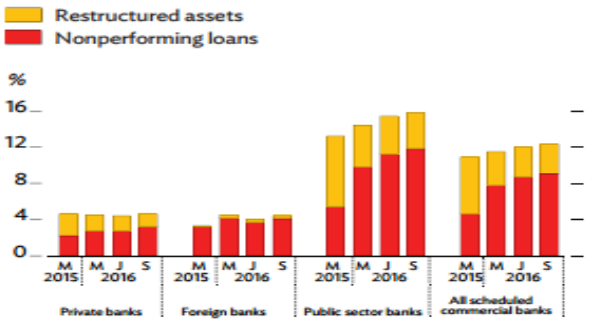
Credit growth was further impeded as nonperforming loans proliferated to 9.1% of all loans in September 2016, up from 7.8% the previous March, pushing the ratio of stressed advances including restructured loans to all advances to 12.3% in September 2016 from 11.5% in March. Most nonperforming loans and restructured assets are concentrated in state-owned banks, where the stressed advances ratio increased to 15.8% in September from 14.4% in March. Particularly affected industries were base metals, construction, textiles, food processing, and infrastructure development. The implementation of the new bankruptcy code is likely to modernize and expedite the bankruptcy process.

**3.17.5 Bank credit**




*Source:* Bloomberg (accessed 14 March 2017).

**3.17.6 Nonperforming and restructured loans**



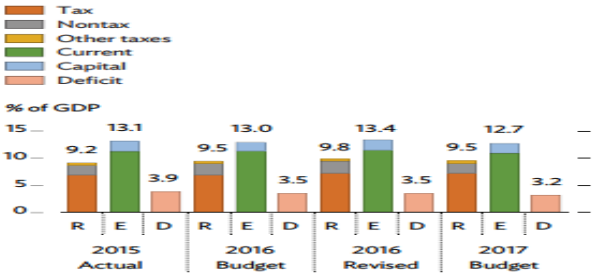

M = March, J = June, S = September

*Source:* Reserve Bank of India. http://www.rbi.org.in

The central government budget for FY2017 was presented a month earlier than usual at the beginning of February 2016 to speed appropriations. Another aim was to counter a practice in which the government asks Parliament for enough funding to cover expenditure in the first few months until Parliament formally approves the budget. The central government succeeded in narrowing the fiscal deficit to 3.5% of GDP in FY2016. Encouragingly, this reduction was accompanied by improved quality of expenditure. While capital expenditure was originally targeted to contract by 2.4% in FY2016 to compensate for higher government salaries, preliminary estimates show capital expenditure growing by 10.6%. Current expenditure grew by 12.8%. Subsidy spending continued to decline from the equivalent of 1.9% of GDP in FY2015 to 1.7% as fertilizer and petroleum subsidies fell thanks to low oil prices and the expansion of a program that pays the cooking gas subsidy directly into recipients' bank accounts to reduce leakage. Revenue grew by a healthy 16.7% in FY2016, aided by strong growth in tax revenue and public enterprise dividends and profits. Personal income tax witnessed robust growth at 22.8% as the government introduced in FY2016 two tax amnesties to encourage income disclosure. Excise tax collection also grew strongly for a second year, partly on higher revenues from several hikes to excise rates on petroleum products in FY2015. Buoyant excise tax collections can be attributed as well to growth from other products. Meanwhile, as in previous years, income from disinvestment in public corporations was a fraction of the target.

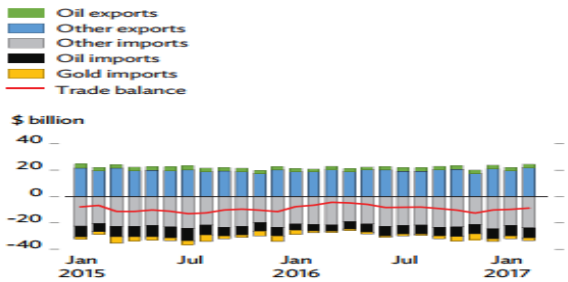
A committee set up to review avenues to fiscal consolidation recommended sustainable debt as the principal macroeconomic anchor for fiscal policy and called for reining in the ratio of public debt to GDP from the current 67% to 60% by FY2023. To achieve this target, the committee recommended capping the fiscal deficit at 3.0% of GDP in the 3 years following the proposed FY2017 budget, which has a deficit equal to 3.2% of GDP. In line with these recommendations, the government has adopted 3.0% of GDP as the target for FY2018–FY2020. Imports declined for a second consecutive year, contracting by an estimated 3.7% in FY2016. Although oil imports fell by nearly 2% in FY2016, much of the contraction was concentrated in the first half of the fiscal year. Oil prices firmed considerably in the second half, and oil imports picked up. Gold imports declined substantially in FY2016 because of softening global prices and the cash crunch following demonetization. Imports other than oil and gold were relatively steady as commodity prices stabilized and domestic demand remained muted.

**3.17.7 Federal budget indicators**



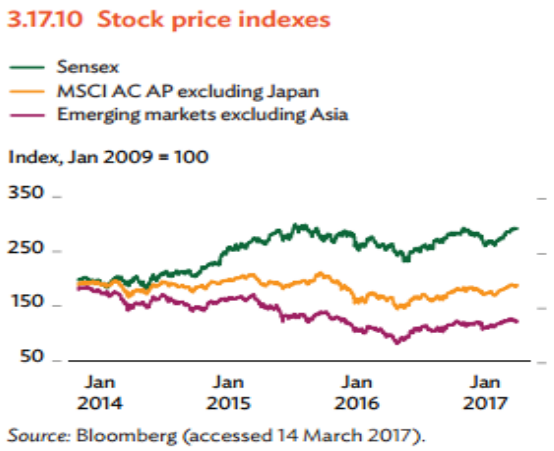

R = revenue, E = expenditure, D = deficit financing.
*Note:* Years are fiscal years ending on 31 March of the next year.
*Source:* Ministry of Finance Union Budget 2016–2018. http://indiabudget.nic.in

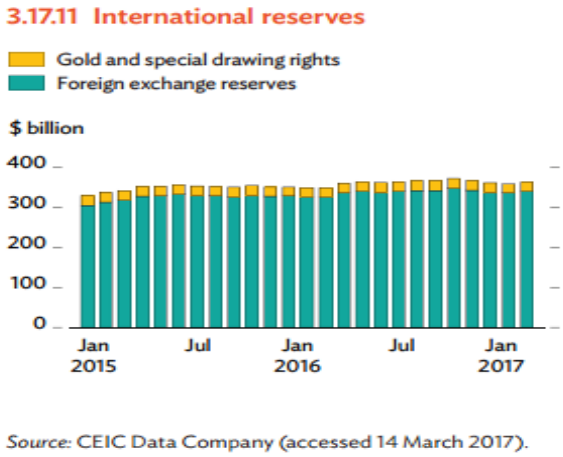
**3.17.8 Trade indicators**




*Note:* Years are fiscal years ending on 31 March of the next year.
*Sources:* CEIC Data Company (accessed 14 March 2017); ADB estimates.

As with imports, exports revived in the second half of FY2016, growing by an estimated 2.5% for the year. The revival was driven largely by a pickup in refined petroleum exports and stronger demand from the advanced economies, especially the US and Germany. In particular, exports of gems and jewelry, iron and steel, and motor vehicles picked up in the second half of FY2016. The net services trade surplus narrowed in FY2016, tracking a slowdown in exports of software and financial services. Remittance inflows weakened a bit in FY2016 as low crude oil prices squeezed host economies in the Middle East. In sum, the FY2016 current account deficit is estimated to equal 1.0% of GDP.




Net inflows of foreign direct investment (FDI) remained strong for a second year in FY2016 at $36.7 billion after the government simplified guidelines and allowed more FDI in sectors like real estate, airport and air transport services, and e-commerce. Net portfolio flows remained subdued by comparison. The last quarter of 2016 brought a large outflow, possibly a result of a US interest rate hike in December 2016 and uncertainty following demonetization. Net portfolio debt outflows amounted $2 billion in FY2016. While varying month to month, equity inflows amounted to $7 billion in FY2016, which pushed stock prices on the Bombay Stock Exchange Sensex up by 16% over the year. Net deposits by nonresident Indians turned negative in FY2016 largely because of the repayment of maturing deposits that the central bank had attracted from them in FY2013. However, because these outflows were buffered by a forward sale-and-swap arrangement established earlier by the central bank, they did not significantly drain holdings of foreign reserves, which stood at $367 billion in March 2017. The Indian rupee remained stable against the US dollar in FY2016. However, it strengthened by 2.4% in nominal effective terms and by 4.1% in real effective terms, raising its value against the currencies of some trading partners.

[Source - https://www.adb.org/sites/default/files/publication/237761/ado-2017.pdf]

**GLOBAL CASTING INDUSTRY**

As per 50th World casting Census published by Modern Castings USA in December 2016, Global Casting Production Stagnant. Worldwide casting production grew by Half a percent in 2015-16.

In 2015, world casting production reached 104.1 million metric tons, a shade over the 103.7 million metric tons produced in 2014 and 103.02 million metric tons in 2013 there is a marginal growth of approx 0.4 % from 2014 to 2015. It is the 6th year in a row the market has expanded after global recession from 2008-09. The World's two top producing Nations in 2014 both reported small decrease in production. China's total decreased by 1.3% from 46.2 million to 45.6 million tones. While the USA dropped 0.8% to 10.39 million metric tons from 10.47 million tons. There is a 7.5% increase in production in India to 10.77 million tons. China accounts for 44% of the total casting production in the World and India & USA combined 20% of total Production.

Brazil, last year 7th largest casting producing nation, has experienced two straight years of double digit percentage decreases in production. It now sits at the nine spot of the World's top 10. The remaining 2015 top 10 casting nations by tonnage are Japan at 5.4 million tonnes, Germany at 5.3 Million, Russia at 4.2 million, Republic of Korea, at 2.6 Million, Mexico at 2.56 Million, Brazil at 2.32 Million and Italy at 2.03 Million tonnes.

Out of the total 37 participating nations in the census, only 14 countries reported an uptick in production. Of the countries reported growth, India's & Mexico's production growth were the most significant in terms of tonnage, but several small nations also reported double digit percentage increases like Portugal, Romania, Sweden & South Africa.

The total number of casting units in the world is about 47000 down from 48164 in 2010. As global casting production had increased in the last five years, the decrease in plants indicates metalcastings businesses are consolidating and becoming more efficient.

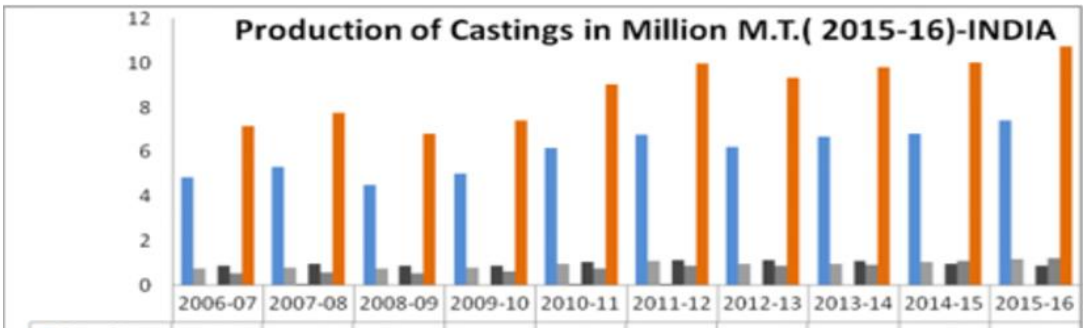
**INDIAN CASTING INDUSTRY**

The Indian Metal casting ( Foundry Industry ) is well established. According to the recent World Census of Castings by Modern Castings, USA, India Ranks as 2nd largest casting producer producing estimated 7.44 Million MT of various grades of Castings as per International standards .

The various types of castings which are produced are ferrous,non ferrous,Aluminium Alloy, graded cast iron,ductile iron,Steel etc for application in Automobiles,Railways, Pumps Compressors & Valves, Diesel Engines,Cement/Electrical/Textile Machinery,Aero & Sanitary pipes & Fittings etc & Castings for special applications.However,Grey iron castings is the major share approx 70 % of total castings produced.

There are approx 4500 units out of which 80% can be classified as Small Scale units & 10% each as Medium & Large Scale units.Approx 500 units are having International Quality Accreditation.The large foundries are modern & globally competitive & are working at nearly full capacity. Most foundries use cupolas using LAM Coke.There is growing awareness about environment & many foundries are switching over to induction furnaces & some units in Agra are changing over to cokeless cupolas.

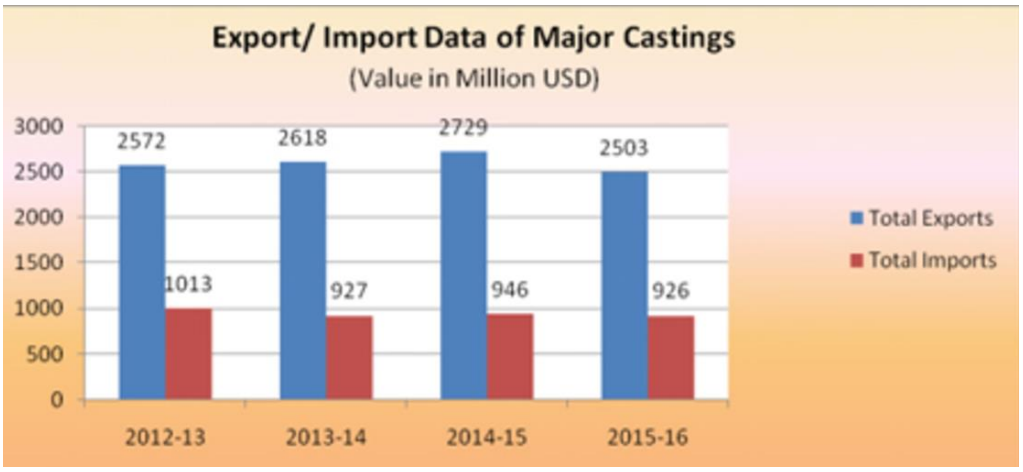
**Production in Million Tonnes:**




| | 2006-07 | 2007-08 | 2008-09 | 2009-10 | 2010-11 | 2011-12 | 2012-13 | 2013-14 | 2014-15 | 2015-16 |
|---|---|---|---|---|---|---|---|---|---|---|
| Grey C.I. | 4.87 | 5.332 | 4.532 | 5.05 | 6.18 | 6.798 | 6.254 | 6.7 | 6.83 | 7.41 |
| SG Iron | 0.762 | 0.802 | 0.785 | 0.8 | 0.984 | 1.09 | 0.981 | 1.000 | 1.07 | 1.18 |
| Malleable | 0.0623 | 0.0651 | 0.0605 | 0.0602 | 0.0692 | 0.066 | 0.0604 | 0.060 | 0.06 | 0.05 |
| Steel | 0.914 | 0.964 | 0.916 | 0.88 | 1.07 | 1.14 | 1.158 | 1.100 | 0.968 | 0.88 |
| non ferrous | 0.571 | 0.608 | 0.547 | 0.653 | 0.75 | 0.9 | 0.891 | 0.95 | 1.093 | 1.25 |
| TOTAL | 7.1793 | 7.7711 | 6.8405 | 7.4432 | 9.0532 | 9.994 | 9.3444 | 9.810 | 10.021 | 10.77 |

**Exports Import trends:**

The Exports have been showing healthy trends approx 25-30% YOY till 2011-12 after that there was slow down in export. However, the current exports for FY 2015-16 are approx USD 2.5 billions.




**Role in Manufacturing Sector :**

The new manufacturing policy envisages the increase in the share of manufacturing in the GDP to 25% from current 15% & to create 100 Million additional jobs in next 10 years. Since all engineering & other sectors use metal castings in their manufacturing, the role of foundry industry to support manufacturing is very vital. It is not possible to achieve the above goal without the sustainable corresponding growth of the foundry sector

(Source : http://www.foundryinfo-india.org/profile_of_indian.aspx)

**Investments**

India would need approx. $ 3 Billion in investment to meet the demand of growing domestic industry and strong export drive.

Following the economic reforms the Govt. of India has reduced tariffs on imported capital goods as a result the annual average amount of FDI is reported to have increased but is still one tenth of the annual FDI in China. The reforms also encourage the privatization of industry enabling foreign companies to invest or enter into joint ventures with Indian Foundries. FDI projects are permitted an automatic approval process. Several International corporate from USA, EU and East Asian Countries have increased overseas foundry operations in India. i.e. VOLVO foundries in Chennai and Suzuki in Haryana. Sundaram Clayton has joined hands with Cummins. Hundai Motors,

Delphi. Ford India, Tata-Cummins, GM and Ford have contracts of foundry products for export with a value of $ 40 Million.

**Raw material & Energy**

Since 2003 the steep increase in cost of raw materials and energy have resulted in the closure of approx. 500 units, Overall India is exporter of Pig Iron but must import Scrap metals and Coke etc. Cost recovery for material and energy is very difficult as most contracts are long term contracts with out any clause for price adjustment. India has to import coke & scrap.Moulding sand is locally available & India has an advantage on this account . Energy cost typically vary between 12-15%

**Labour**

India has major competitive advantage over the foundry industries in the developed countries. The total labour cost account for 12-15%

**Technology**

Govt. of India ( GOI ) has encouraged technology transfer through JV with foreign Companies and GOI has cooperated with UNIDO with many foundry clusters. Indian foundry industry has an edge over China for producing complex machined and precision castings as per international quality standards. The GOI also helps upgrade foundry clusters. The clusters in Belgaum,

Coimbatore and Howrah are undergoing modernization under the industrial infrastructure upgradation scheme.More of such clusters are likely to follow

**FOUNDRY CLUSTER: RAJKOT**

Rajkot, located in the state of Gujarat, is an important foundry cluster in Western India. There are about 500 foundry units at Rajkot. The cluster came-up mainly to cater to the casting requirements of the local diesel engine industry. The geographical spread of the cluster includes Aji Vasahat, Gondal Road and Bhavanagar Road areas. Majority of the foundry units at Rajkot produces grey iron castings for the domestic market. A relatively small percentage (about 10%) of the foundry units export castings such as electric motor castings, etc. Apart from oil engines, the foundry units at Rajkot cluster caters to a number of other end-use applications, as can be seen from the table below.

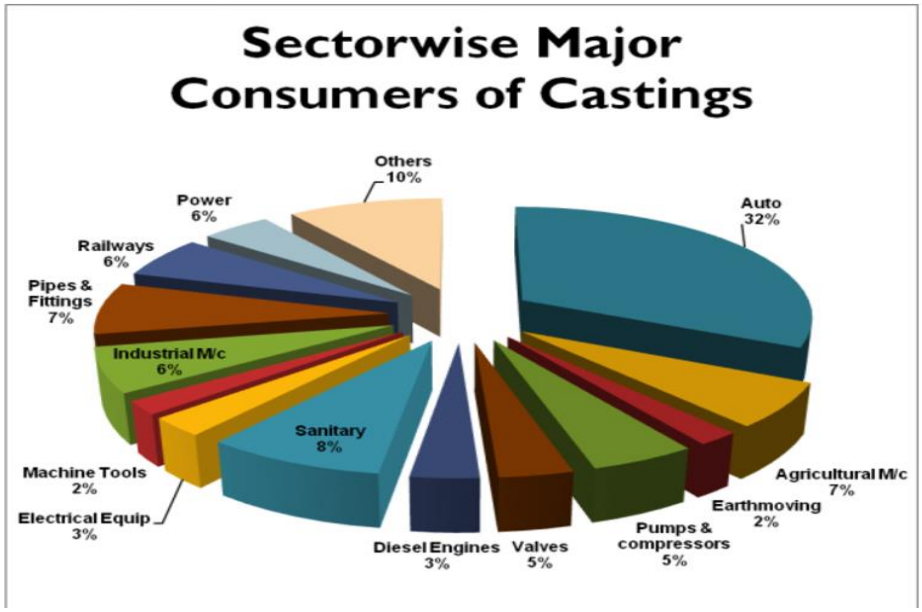
Distribution of foundry units at Rajkot by end-use markets

| | |
|---|---|
| Oil engines | 42 % |
| Automotive/textile | 15 % |
| Machine tools | 11 % |
| Pumps/valves | 7 % |
| Others | 25 % |

Cupola is by far, the predominant melting furnace used by nearly 90% of the foundry units. Most of the cupolas are of conventional type. A local cupola design, called 'Rajkot cupola', is quite popular in the cluster. Use of low ash coke is common among the foundry units. A smaller number of foundry units (about 10%) producing castings for the automotive industry use electric induction furnace for melting.

(Source: http://www.indianfoundry.org/cms-index.php?topsubmenu_id=Ng)

**SECTORWISE CONSUMPTION OF CASTING**



**CHALLENGES**

- The foundry sector in India is T struggling for survival on low demand from domestic manufacturing sector and import duty levied on primary raw materials including metallic scrap. While India's auto sector has indicated a revival in demand of castings but, that's insufficient to compensate the decline inconsumption from other sectors including heavy engineering, road and construction sectors
- Competition within the Sector - there is a keen competition amongst foundry units within the country. The large ones are eating pie of the smaller ones and vice-a-versa. All these practices have keep realization lower resulting into many small units closed down.
- Allied MSME Sector in Deep Trouble - Thousands of units under micro, small and medium enterprises (MSME) have faced threat of closure. When the government of India is focusing on employment generation with sharp focus on skill development, foundry is a sector which faces thousands of skilled workers leaving this industry to opt for alternative means of survival. Also, owing to uncertain government policy, the next generation of existing foundry unit holders has started migrating into high yielding sectors including information technology and others.

**GROWING BUSINESS CONFIDENCE**

- There are clear indications in the policies of government focusing on increasing GDP, which will require scaling up of manufacturing and skill development - the backbone of economic activity. The slogan 'Make in India' is true reflection of government policy to promote manufacturing in India.
- Further the metal scrap is a key raw material which is recycled to make finished cast components. The domestic availability of scrap is insufficient to meet the needs of manufacturing and the gap is likely to grow as the manufacturing sector picks up momentum through continuous support from DIPP, Ministry of Commerce & Industry and also office of DC MSME.
- The import duty on metal scrap was nil later 2.5% import duty was imposed in May 2013. Also other challenges like quantity of domestic scrap that is insufficient to meet the requirements of manufacturing and needs to be imported and due to expected growth in manufacturing, gap in availability and demand of scrap likely to increase.

The time is now for foundry sector to take advantage of the new business environment which will not only enable to tap its full potential but foundry sector will also contribute significantly to the manufacturing sector for overall economic development of our country.

**CONCLUSION**

The foundry sector in India is set to experience some major growth over the next four years, posting a CAGR of 19.67 percent in terms of revenue from 2013-2018. Increased demand from the automotive, electrical and construction industries will propel a lot of this growth, as the world starts to recover from the economic crisis, and companies renew their interest in India as a source of metal castings. But the industry is still volatile, with some big challenges expected to mediate more aggressive growth. The manufacturing sector in India is showing signs of revival, with strong demand from domestic and global markets. After holding back investment in the aftermath of the global economic slowdown in 2008- 2009, companies have again started to invest in capacity expansion and asset creation. For example, Ford is planning to invest US$2 billion in India over the coming years and Renault-Nissan is planning a US$2.5 billion investment. As major manufacturers renew their interest in India, the demand for castings will bolster growth of the foundry market in India

(Source: http://metalworld.co.in/Newsletter/2016/feb16/infocus0216.pdf

# OUR BUSINESS

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

*All financial information included herein is based on our "Financial information of the Company" included on page 175 of this Prospectus.*

## OVERVIEW

Incorporated in 2010, our Company Captain Technocast Limited is engaged in manufacturing of metal casting with high tensile, high-volume, complex thin-wall investment castings and fully-finished casting-based subassemblies and components. Our company has been awarded with an ISO: 9001:2015 certificate for Manufacturing of Investment Casting and its Machined Components. Our manufacturing facility is situated at Shapar (Veraval), Rajkot, Gujarat, India. We manufacture and supply a diverse range of casting including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc.

Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. Our progressive management and cutting edge production technology contribute to our ability to provide our customers with exceptional value in a highly competitive industry. We regularly work directly with customers, helping to design, innovative and cost-effective solutions. In this way, we act as a partner as well as a supplier to our customers, and thereby improve our own competitive position by helping improve theirs.

Our Company has received following awards, certificates and recognition:-

- ISO 9001:2015 for Manufacturing of Investment Casting and its Machined Components, valid till September 14, 2018
- D&B Certificate from SME Rating Agency of India (SMERA) – Our Company vide Certificate No: 85-985-4058 issued on July 23, 2014 was certified to be part of Dun & Bradstreet Global Database.

Our Company was founded by Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia in the year 2010 and the present promoters of our company are Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu, Mr. Shailesh Karshanbhai Bhut, Mrs. Komalben S Bhut, Mr. Smit Vaghajibhai Bhalu and Mr. Dharmesh Pansuriya. The experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over decades in our Industry.

For the period ended March 31, 2017 our Company's Total Income and Restated Profit after Tax was Rs. 1667.59 Lacs and Rs. 132.17 Lacs, respectively. For the year ended March 31, 2016, our Company's Total Income and Restated Profit after Tax were Rs. 1094.66 Lacs and Rs. 26.07 Lacs, respectively. For the year ended March 31, 2015, our Company's Total Income and Restated Profit after Tax was Rs. 1086.67 Lacs and Rs. 9.60 Lacs respectively, compared to our Company's Total Income and Restated Profit after Tax of Rs 842.23 Lacs and Rs. 18.31 Lacs respectively, over previous year ended i.e. March 31, 2014. We have been able to increase our Restated Profit after Tax from fiscal 2014 to fiscal 2017 at a CAGR of 63.92 %.

## COMPETITIVE STRENGTHS

Our principal competitive strengths are:

***Diverse Product Range covering different Industry verticals***

We currently manufacture a large variety of castings products including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc. We have established a strong presence across various segments including commercial and Industrial. We believe that we are insulated to a degree against fluctuation in demand for a specific product because of the wide range of products that we currently offer and our ability to develop new products required by our customers. We believe that our in-house engineering department and the research and development activities that we undertake in each of our product divisions enable us to continuously innovate and develop new products and processes.

***Strong Engineering, Product Development and Technological Capabilities***

We place strong emphasis on engineering and product development to enhance our product range and improve our manufacturing processes. We have in-house laboratories for Chemical Testing, Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection. We have offered a number of cost reduction and value engineering proposals to our customers on the basis of in-house improvements in manufacturing processes which resulted in low input cost and low operation cost. We believe that our engineering expertise and technology driven manufacturing processes have enabled us to deliver our products to our customers in accordance with their designs and specifications in a cost effective manner without compromising on quality. We also believe that we have a relatively low defect rate in our products.

***Experienced and qualified team***

We believe that we benefit significantly from our highly experienced management and technical teams, including, in particular, our Promoter and Chairman, Mr. Rameshbhai Devrajbhai Khichadia, Our Promoter, Mr. Gopal Devrajbhai Khichadia, our Promoter and executive Director, Mr. Anilbhai Vasantbhai Bhalu, and Our whole-time Director Mr. Shailesh Karshanbhai Bhut, their several years of experience in the industry and the markets in which we operate. Our senior management has extensive experience in critical casting manufacturing industry including in operations, business development, quality assurance, customer relationship and human resource management. Our management and technical personnel are supported by other skilled workers who benefit from regular inhouse training initiatives and they are also supported by external consultants with significant industry experience in different geographies. Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. We believe the strength and entrepreneurial vision of our Promoters and management has been instrumental in driving our growth and implementing our strategies. Further we have qualified and experience engineer and technical staff who help us in improving product quality through innovative ideas as well as metallurgical development.

***Quality assurance***

Our Company is an ISO: 9001:2015 certified for Manufacturing of Investment Casting and its Machined Components in manufacturing of metal casting. Our company also has a testing division and an in house laboratory for Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection which is responsible for the final approval of product manufactured also we are out sourcing Magnetic partical and Radiography from qualified and approved vendor. The final product manufactured has to undergo a quality check before it is finally packed and dispatch. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Our Quality assurance has enabled us provide satisfactory performance to our Customer. Our Quality assurance has enabled us provide satisfactory performance to our Customer. To maintain the Quality of the products we follow the Quality management system as per the requirement of the ISO-9001-2015.

***Cost effective production and timely fulfillment of orders***

Our Company has taken various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite in our industry. These steps include identifying quality iron and steel, smooth labour relations, use of an efficient production system and ability to meet large and varied orders due to our capacity and linkages

with raw material suppliers. Our Company also has enjoyed good relations with our suppliers and as a consequence, have the benefit of timely supplies of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfillment of orders of our customers. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

**OUR STRATEGIES**

The primary elements of our growth strategies are set forth below.

***Expansion through growth***

As a part of our growth strategy, we believe that strategic investments and acquisitions of businesses engaged in the critical component machining industry may act as an enabler of growing our business. Accordingly, we seek to acquire or invest in business opportunities with critical engine components or machined products manufacturing facilities, market share, growth potential and whose operations, resources, capabilities and strategies are complementary to our Company. We believe such an acquisition would give us a manufacturing base, complement our existing global business operations and fuel our growth going forward. As on the date of this Prospectus, we have not identified any strategic investment or acquisition opportunities and we seek to enter into any such acquisition on an opportunistic basis.

***Invest in infrastructure and technology***

Our Company believes in making investments for continuously achieving higher levels of excellence in its products and implement dynamic and diverse specifications of our customers. We have invested significantly in equipping our manufacturing facilities with the latest and specialized infrastructure and modern technology. We want to continue to work towards the upgradation and modernization of our infrastructure and technology.

***Improve capacity utilization and increase operational efficiencies***

We are focused on further integrating our operations and improving capacity utilization at our production facilities and optimize product planning across product categories. Higher capacity utilization results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over higher sales, thereby increasing profit margins. We also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to adopt best practices and standards across our production facilities, drawing on our management's expertise and experience in casting. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

***To build-up a professional organization***

As an organization, we believe in transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

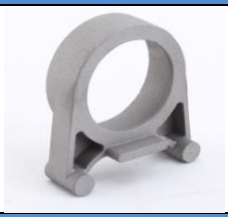
***Optimal Utilization of Resources***

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

## OUR MANUFACTURING FACILITY

## OUR PRODUCTS

| S.No. | Name of Product | Description | Application |
|---|---|---|---|
| 1. | Automotives Casting | | Automotive casting of components is mainly used in the Automobile Industries, Machinery and Engineering applications. The design are made as per customer specifications |
| | | | |

| | | | | |
|---|---|---|---|---|
| 2. | Defense Casting | | | Defense casting of components is mainly used in the vehicle systems for Military and civilian applications |
| | | | | |
| 3. | Industrial Valves Casting | | | Industrial valve casting of components is mainly used in the Water Irrigation, Oil, Gas and Petroleum, Food Manufacturing and Chemical Manufacturing applications |
| | | | | |
| 4. | Turbine Blades Casting | | | Turbine Blade casting of components is mainly used in the Windmills, Gas, Steam and Water Turbines applications |
| | | | | |
| 5. | Industrial Process Pumps Casting | | | Industrial pump casting of components is mainly used in the Chemical, Petroleum and Food Processing Industries applications. |
| | | | | |
| 6. | Power Plant Boiler Parts Casting | | | Power Plant Boiler casting of components is mainly used in the Boiler manufacturing industry and gear box manufacturer applications. |
| | | | | |
| 7. | Aerospace Casting | |  | Aerospace casting of components is mainly used in the International commercial and military aerospace industry applications. |
| | | | | |
| 8. | Earth Moving Machinery Casting | | | Earth Moving casting of components is mainly used in the Mining Industries, Construction Machinery and Cement Plant applications. |
| | | | | |

| | | | |
|---|---|---|---|
| 9. | Engineering & Automation Casting | | Engineering & Automation casting of components is mainly used in the Railways parts manufacturer, Machinery manufacturer, Crane Industries, Power transmission industries applications. |
| | | | |
| 10. | Fire Fighting Equipments Casting | | Fire Fighting equipment casting of components is mainly used in the Automatic Fire Fighting Equipments applications. |
| | | | |
| 11. | Structural Hardwares Casting | | Structural Hardwar casting of components is mainly used in the buildings, bridges, furniture, attire, soil strata, prostheses and biological tissue applications. |
| | | | |
| 12. | Marine Applications Casting | | Dairy Equipment casting of components is main used in the Food Process Machinery, Pharmaceutical Machineries and Dairy Equipment industrial applications. |

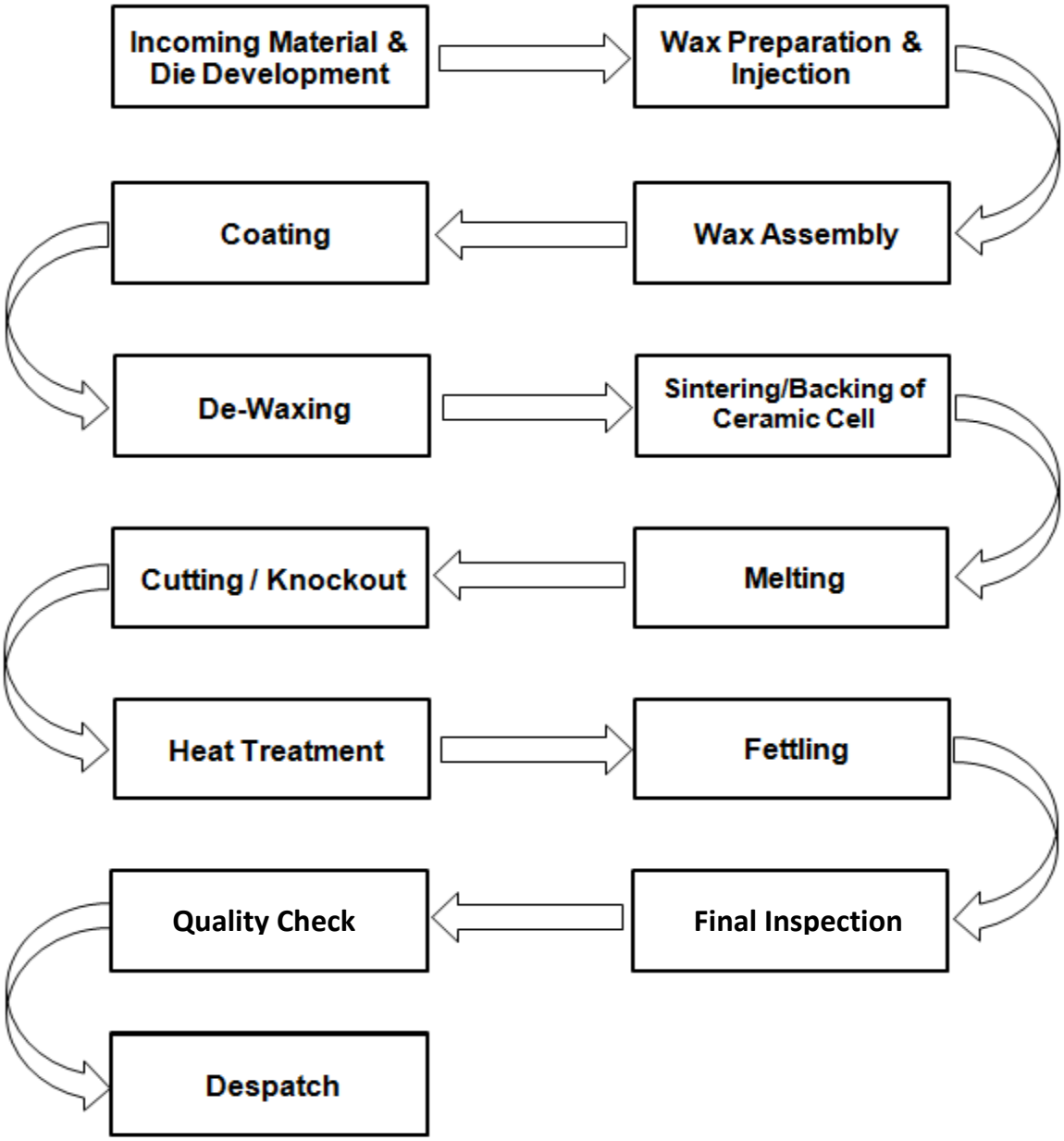
**Salient Features of our Products:-**

- High machine-ability
- Dimensionally accurate
- Durable
- High tolerances & tensile strength
- Optimum resistance against corrosion
- High asthetic value
- Surface finish, polish, coating and hardening

**Our Location:-**

| | |
|---|---|
| **Registered Office** | Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India |
| **Factories** | Unit – I - Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India<br>Unit – II - Survey No-257, Plot No. 6/9, N.H. No. 8-B, Shapar (Veraval), Rajkot – 360002, Gujarat, India |

**MANUFACTURING PROCESS FLOW CHARTS:-**




**STEPS INVOLVED IN MANUFACTURING PROCESS:-**

- **Incoming Material & Die Development**

The first step in the lost wax method involves the engineering and production of a mould also known as a wax tool. Moulds can be made from aluminum or steel. The wax tool is developed outside by our approved vendor. An accurate mould is decisive, so that the desired tolerances and low surface roughness can be achieved. Depending on the size of the series, the mould is installed either onto a manual or automated press.

- **Wax Preparation & Injection**

The mould is automatically filled with liquid wax by use of a wax press. After the wax has been cooled, ejectors in the mould push the wax model out. Now a wax model is cleaned and repaired for extra fins, dent and surface irregularity which is then identical to the final casting.

- **Wax Assembly**

After the wax patterns inspections, the wax mould so made is glued on a wax tree (shape), as per technical data.

- **Coating**

Before applying primary coat all the wax tree are rinsed. Possible contaminations on the surface are removed to ensure a successful attachment of the ceramic onto the wax tree. The next step involves building up a fireproof ceramic shell onto the rinsed wax tree. This ceramic shell is constructed by repeatedly submerging the tree (up to 7 or 9 times) in a slurry and sprinkling it with ceramic sand. The ceramic layers are then hardened in a drying chamber by exposure to air. This drying process lasts about 2 to 4 hours per layer.

- **De-waxing**

After the layers have been constructed and dried, the wax is melted out of the ceramic tree by using steam (140°C to 160°C) in an autoclave. The wax will gradually flow out, hence the whole process is named as lost wax casting.

- **Sintering / baking of ceramic shell**

The ceramic tree is then baked (stoked) at high temperatures of around 1100°C and reaches its final strength through the sintering process. Any wax remains are burned out during this process

- **Melting**

Proper baked shell is ready for pour metal as per customer requirement. We have medium frequency induction furnace for melting of metal and it is alloy proper control require in metal temperature, alloy composition and deoxidation process. Before pouring metal, it is online tested for chemical composition with help of optical emission spectrometer. Satisfied poured shell is identified by heat no. and send for further processing.

- **Cutting/Knockout**

The trees are removed from their ceramic shell, by using a fully-automatic knock-off hammer to break the shell. This removes most of the ceramic slurry, riser and casting explore by gas cutting and plasma cutting for further process.

- **Heat Treatment**

Some alloys require heat treatment to achieve a certain hardness, tensile strength or elongation according to specifications. The standard heat treatments are performed in-house, the complex treatments are outsourced. Our Company also has the know-how to perform a surface treatment for a casting.

- **Fettling**

The finishing department removes the last pieces of ceramic by means of steel shot. The next step is grinding the ingate and Extra Fins, A grinding fixture is often required to ensure that the product is grinded properly.

- **Other Process – Final Inspection - Quality Check - Dispatch**

The Quality Department checks all products visually for possible casting errors. It is checked according to a quality standard procedure to ensure that all possible casting failures are corrected properly. During the final inspection, there is yet another visual check. A measurement report and material analysis can also be included. After the final inspection, the products are ready for shipment to another satisfied customer.

## CAPACITY UTILISATION

| Particulars | Existing | | | Proposed | | |
|---|---|---|---|---|---|---|
| | 2014-15 | 2015-16 | 2016-17 | 2017-18 | 2018-19 | 2019-20 |
| Total Installed Capacity (MT) | 480 | 480 | 600 | 800 | 800 | 800 |
| Actual Production (MT) | 338 | 352 | 550 | 600 | 650 | 750 |
| Capacity Utilization (in %) | 70.42% | 73.33% | 91.67% | 75% | 81.25% | 93.75% |

## HEALTH, SAFETY AND ENVIRONMENT

Safety and environmental protection, together with quality and operating efficiency, are among our key success factors of any organization. The prevention of accidents is one of our foremost priorities. Whether in the workplace or outside it, every accident is preventable and every risk can be lowered. Management at all levels of the organization is responsible for creating the framework and implementing measures to promote awareness of safety and environmental issues. The implementation of our safety and environmental policy and the compliance with regulations is taken care at all levels of the organization. The safety goals and programs are developed as part of the medium-term planning process and regularly reviewed. Management evaluates the safety and environmental protection system and identifies any corrective measures to be taken. To help ensure effective implementation of our safety policies and practices, we identify potential hazards, evaluate all material risks and institute, implement and monitor appropriate risk mitigation measures. We endeavor to minimize any accidents at our manufacturing facilities.

## PLANT & MACHINERY:-

The manufacturing facilities have been built with keeping in mind Efficiency, Safety and Environment factors. Our compact factory complex has all the key ingredients for a successful manufacturing unit. We have made all endeavors in procuring top of the line equipment and building that can effectively cater to specific customer needs.

Brief details of major Plant and Machinery installed for each type of manufacturing activity are as follows:-

1. **Wax Preparation Room**: Wax Tank, Hot Plate
2. **Press Room**: Wax Tank, Runner Press, Injection Press, Air Condition, Injection Press (Auto)
3. **Assembly:** Lift, Paraphin Tank
4. **Precoat:** Zircon Sand Faller Machine, Pre-Coat Tank, Jar Roll Mill
5. **Backup Coating Room:** Slurry Tank, Flueuid Bird, Dust Collector
6. **Drying Room:** Humidity Fier
7. **Coating:** Air Condition
8. **De-Waxing:** De-Waxing Tank, Auto - Dewax 750 E,
9. **Melting:** Melting Crucible, Shell Backing Furnace, Furnace Panel, Diesel Engine, Water Pump, Water Softing Plant, Air Condition, Sample Finish Machine, Batch Grinder, Oil Fired Mush Furnace, Welding Electrode Drying Oven,
10. **Maintenance / Pannel:** Water Pump
11. **Fettling:** Belt Centre, Pneumatic, Grinder, Hydraulic Press Machine, Drill Machine, Air Compressor, Weld Cutting Machine, Cutoff Machine, Hamer (Knock Out), Arc Welding Machine, Lift, Welding Machine, Cutting Machine, Shot Blasting,
12. **Heat Treatment:** Heat Treatment Furnace,
13. **Dispatch:** Glass Bead Blasting
14. **Terrace:** Cooling Tower

## COLLABORATIONS/TIE UPS/ JOINT VENTURES:-

Except as disclosed in this Prospectus and normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

**EXPORT OBLIGATION:**

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

**SALES AND MARKETING:-**

Marketing is an important function of our organization. Our success lies in the strength of our relationship with our customers who have been associated with our Group for a long period. Our Directors, through their vast experience and good rapport with clients owing to timely and quality delivery of spirit plays an instrumental role in creating and expanding a work platform for our Company. We avail both direct and indirect channels of sales for selling and marketing our products. We export our products at Australia, Italy and Scotland.

**MARKETING STRATEGY:-**

In future we intend to focus on following marketing strategies:

- Focus on existing markets and increasing our customer base.
- Catering to the requirements and specifications of the Customers
- Supply of Quality Products.
- Fulfillment of Order Quantity.
- Analyses of competitor strength, weakness and accordingly improve our product.

**COMPETITION:-**

Our Industry is fragmented consisting of large established players and small niche players. We face substantial competition for our products from other manufacturers in domestic market. Our competition varies for our products and regions. We compete with other manufacturers on the basis of product range, product quality, product designing and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product designing, product range, product quality and product price is often the deciding factor in most deals. Some of our major competitors are:-

- Unideritend Ltd.
- Creative Castings Limited
- Fine Diewax Casting Ltd.
- Zir Cast Ltd.
- Nitin Castings Limited
- Investment & Precision Castings Ltd.
- Gujarat Intrux Ltd.
- Hicon Techno Cast Pvt. Ltd.
- Ratnamani Techno Cast Pvt. Ltd.

**INFRASTRUCTURE & UTILITIES:-**

**Raw Materials:-** The major raw materials required by the Company are Stainless Steel Scrap, Mild Steel Scrap, Gun Metal Scrap

**Power:-**
The requirement of power for our operations, like power for lighting and operating the machinery/equipment is met through Paschim Gujarat Vij Company Ltd.

**Water:-**

Water requirement for the manufacturing and allied processes is very minimal and the same is procured locally by way of existing water supply network in that area.

**Human Resource:-**

As on date of this Prospetus, we have employed total 63 full-time employees, including senior management, at our location. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage. The company also hires causal worker for factories as per the business requirement.

| Category | No of Employees |
|---|---|
| Skilled Workers | 13 |
| Semi-Skilled Workers | 13 |
| Unskilled Workers | 37 |
| **Total** | **63** |

**INSURANCE:-**

We maintain insurance policies to cover our assets, risks and liabilities. Substantially all of our insurance policies related to our registered office and factories. Our Insurance policies cover Building, Plant and machinery, Stock and Employee Compensation Claims – for all type of workers. We constantly evaluate the risks in an effort to be sufficiently covered for all known risks. We believe that the amount of insurance coverage presently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standard in India.

The details of insurance policies presently taken by our Company are tabulated below:

| Sr No | Name of the Policy | Policy no | Insurance Company | Policy Tenure | Assets Insured | Insured Amount | Premium Paid |
|---|---|---|---|---|---|---|---|
| 1 | Standard Fire & Special Perils Insurance Policy | 0000000004312764-01 | SBI General Insurance | April 08, 2017 to April 07, 2018 | Building, Plant and machinery and Stock | Rs 7,00,00,000/- | Rs 41,708/- |
| 2 | Employee Compensation Insurance Policy | 2017-L0093361-FWC | Future Generali Total Insurance Solutions | April 26, 2017 to April 25, 2018 | All type of Workers | Rs 14,25,000/- | Rs 48,335/- |

**PROPERTY:-**

**Intellectual Property:-**

The Details of Domain Name registered on the name of the Company is:-

| S.No. | Domain Name and ID | Sponsoring Registrar and IANA ID | Registrant Name, and Address | Creation Date | Registration Expiry Date |
|---|---|---|---|---|---|
| 1. | Domain Name: CAPTAINTECHNOCAST.COM<br><br>Domain ID: 1674695068_DOMAIN_COM-VRSN | Registrar: TUCOWS DOMAINS, INC.<br><br>Registrar IANA ID: 69 | Registrant Name: captain technocast pvt ltd<br>Registrant Address: shapar (veraval) dist rajkot, Gujarat - 360002 | August 31, 2011 | August 31, 2017 |

**IMMOVABLE PROPERTY:-**

Details of our properties are as follows: -

**Registered Office and Units:-**

| S.No. | Details of the Property | Use | Owned/ Leased/License | Lessor | Consideration/ Lease Rental/ License Fees (Rs.) |
|---|---|---|---|---|---|
| 1. | Non agricultural and Industrial purpose land admeasuring sq mts 1595.46 of Plot No. 4 of Revenue Survey No. 257 village, Shapar, Taluka Kotda – Sangani, District – Rajkot, Gujarat. | Registered Office & factory | Owned | Shri Akshar Steel, partnership firm through its partners Mr. Kishorbhai Vrajlal Chotalia and Mr. Vrajlal Karshanbhai chotalia | Sale Deed dated September 16, 2010 executed between Captain Technocast Pvt. Ltd. (through its Director Mr. Rameshbhai Devrajbhai Khichadia) and Shri Akshar Steel for consideration of Rs. 30,00,000/- (Rupees thirty lacs only) |
| 2. | Non agricultural and Industrial purpose land admeasuring Sq mts 397.91of Plot 6/9, out of land admeasuring 13.08 of Revenue Survey No.257/P, Village Shapar, Taluka Kotda – Sangani, District – Rajkot, Gujarat. | Factory | Owned | Shri Satishbhai Kanjibhai Kachhadia residing at Daliya, Taluka Kotda Sangani, District Rajkot. | Sale Deed dated January 20, 2016 executed between Captain Technocast Pvt. Ltd. (through its Director Mr. Rameshbhai Devrajbhai Khichadia) and Shri Satishbhai Kanjibhai Kachhadia for consideration of Rs. 8,50,000/- (Rupees eight lacs and fifty thousand only) |

# REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled "Government and other Approvals" on page 242 of this Prospectus.*

This chapter has been classified as under:

A. Business and Trade related regulations
B. Statutory and business laws
C. Laws relating to Labour and Employment
D. Environmental laws
E. Tax Laws
F. Foreign Investment Regulations

## A.BUSINESS AND TRADE RELATED REGULATIONS

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

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

***New Gujarat Industrial Policy 2015***

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by bay of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through –SMEexchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries. The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents. Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on ―Zero Defect‖ to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one‘s products or wares. Government of Gujarat will make market credit available to MSMEs. Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis.

## B. STATUTORY AND COMMERCIAL LAWS

***The Companies Act, 1956***

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. 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 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

***The Companies Act, 2013 (to the extent notified)***

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

***Competition Act, 2002***

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

***Industrial (Development and Regulation) Act, 1951***

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

***Indian Contract Act, 1872***

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

the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

***Negotiable Instruments Act, 1881***

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

***The Registration Act, 1908 ("Registration Act")***

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

***Indian Stamp Act, 1899(the "Stamp Act")***

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

***The Sale of Goods Act, 1930(Sale of Goods)***

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

***The Arbitration and Conciliation Act, 1996***

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit n arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

***Electricity Act, 2003***

The Electricity Act, 2003 has been recently introduced with a view to rationalize electricity tariff, and to bring about transparent policies in the sector. The Act provides for private sector participation in generation, transmission and distribution of electricity, and provides for the corporatization of the state electricity boards. The related Electricity Regulatory Commissions Act, 1998 has been enacted with a view to confer on these statutory Commissions the responsibility of regulating this sector.

***The Legal Metrology Act 2009***

The Legal Metrology Act, 2009 **("LMA")** provides for establishing uniform standards of weights and measures regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective Controller. The Act allows Govt. approved test centers to verify weights and measures.

**C. LAWS RELATING TO LABOUR AND EMPLOYMENT**

As part of business of the Company it is required to comply from time to time with certain laws in relation to the employment of labour. A brief description of certain labour legislations which are applicable to the Company is set forth below:

***The Factories Act, 1948***

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

***The Gujarat Factories Rules, 1963***

The Gujarat Factories Rules, 1963 (the "Rules") seek to regulate labour employed in factories in the State of Gujarat and makes provisions for the safety, health and welfare of the workers. The Rules also mandate maintenancee of certain statutory registers in the factory.

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

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

***The Minimum Wages Act, 1948***

The State Governments may stipulate the minimum wages applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the aggregate of which reflects the cost of living index as notified in the Official Gazette. Workers are to be paid for overtime at

overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of up to six months or a fine of up to Rs. 500. Further, employees who have been paid less than the minimum wages are entitled to the payment of the shortfall amount, together with compensation, which may extend up to ten times the shortfall amount.

***Employees' Compensation Act, 1923***

The Employee's Compensation Act, 1923 (**"ECA"**) has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Act makes every employer liable to pay compensation in accordance with the Act if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by an accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the Act within one month from the date it falls due, the Commissioner may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

***Payment of Wages Act, 1936***

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

***The Payment of Gratuity Act, 1972***

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for noncompliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease.
However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

***Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")***

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

i. ***The Employees Provident Fund Scheme:*** As per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.

***ii. The Employees Pension Scheme:*** Employees' Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee's pay shall be remitted by the employer to the Employees' Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the
Employees' Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees' Pension Scheme and credit the contribution to the Employees' Pension Fund.

***iii. The Employees Deposit Linked Insurance Scheme:*** As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

***Payment of Bonus Act, 1965***

The Payment of Bonus Act, 1965 (**"PoB"**) Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

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

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

***The Contract Labour (Regulation and Abolition) Act, 1970***

The purpose of Contract Labour (Regulation and Abolition) Act, 1970 is to regulate the employment and protect the interests of the workers who are hired on the basis of individual contracts in certain establishments. In the event that any activity is outsourced, and is carried out by labourers hired on contractual basis, then compliance with the Contract Labour (Regulation and Abolition) Act, including registration will be necessary and the principal employer will be held liable in the event of default by the contractor to make requisite payments towards provident fund etc.

***The Equal Remuneration Act, 1976 ("Equal Remuneration Act") and Equal Remuneration Rules, 1976***

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc

***Child Labour (Prohibition and Regulation) Act, 1986***

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

***The Maternity Benefit Act, 1961("Maternity Act")***

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

***The Gujarat Shops and Establishments (Employees Life Insurance) Act, 1980***

The Gujarat Shops and Establishments (Employees Life Insurance) Act, 1980 was enacted to provide for life insurance benefits to employees engaged in shops, commercial establishment, residential hotels, restaurants, eating houses, theatres, other places of public amusement or entertainment and other establishments and for matters connected therewith.

***The Gujarat Labour Welfare Fund Act, 1953***

The Gujarat Labour Welfare Fund Act, 1953 (**"GLWFA"**) provide for the constitution of a fund for the financing of activities to promote welfare of labour in the state of Gujarat and for the establishment of Board for conducting such activities and for matters connected therewith.

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

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

Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

***The Industrial Disputes Act, 1947***

The Industrial Disputes Act, 1947(the **"ID"**) provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

***Inter State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979;***

The Inter State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979 was enacted by Parliament in the Thirtieth Year of the Republic of India to regulate the employment of inter-State migrant workmen and to provide for their conditions of service and for matters connected therewith. This Act makes provision for availing with the onsite services of interstate workers by the contractors / establishments to overcome only the temporary shortage of required skilled workers in a state. The purpose of this act is not to encourage interstate migration of workers against the interests of local workers as the principal employers would have to incur more cost in deploying interstate workers.

***Apprentices Act, 1961***

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

**D. ENVIRONMENTAL LAWS**

***The Environment (Protection) Act, 1986 as amended, ("Environment Protection Act"), the Water (Prevention and Control of Pollution) Act, 1974, as amended, ("Water Act") and the Air (Prevention and Control of Pollution) Act, 1981, ("Air Act")*** provide for the prevention, control and abatement of pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

***The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended, ("Hazardous Wastes Rules")*** impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state pollution control board for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste. 80 The Environmental Impact Assessment Notification dated September 14, 2006 read with notifications dated October 11, 2007, December 1, 2009, April 4, 2011 and January 25, 2012, issued under the Environment Protection Act and the Environment (Protection) Rules, 1986, requires prior environmental clearance of the Ministry

of Environment and Forests, GoI and at state level, of the state environment impact assessment authority, if any new project (specified in the notification) is proposed to be undertaken or for expansion and modernization of existing projects beyond certain specified threshold limits. The environment clearance (for commencement of the production operations) is valid for the time period prescribed in the notification.

***The Public Liability Insurance Act, 1991*** (the "Public Liability Act") imposes liability on the owner or controller of hazardous substances for death or injury to any person (other than a workman) or any damage to property arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to obtain an insurance policy insuring him against liability under the legislation. The Public Liability Insurance Rules, 1991 mandate that the owner has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

**Water (Prevention and Control of Pollution) Cess Act, 1977, as amended (the "Water Cess Act")**

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this statute, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for noncompliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of ₹ 1,000 or both and penalty for non-payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

***The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")***

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

***National Environmental Policy, 2006***

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

Following are the objectives of National Environmental Policy:

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

**E. TAX LAWS**

***The Income Tax Act, 1961***

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

***Gujarat Value Added Tax Act, 2003***

The Gujarat Value Added Tax Act,2003 enacted by the Legislative Assembly of the State of Gujarat in the Fifty Fourth Year of the Republic of India to provide for and consolidate the law relating to levy of value added tax on sale or purchase of goods in the state of Gujarat and for matters connected therewith and incidental thereto.

***The Central Sales Tax Act, 1956***

The Central Sales Tax Act, 1956 enacted by Parliament in Seventh Year of Republic of India to formulate principles for determining when a sale or purchase of goods takes place in the course of inter-state trade of commerce or outside a State or in the course of imports into or export from India, to provide for the levy, collection and distribution of taxes on sales of goods in the course of inter-state trade of commerce and to declare certain goods to be of special importance in inter-state or commerce and specify the restrictions and conditions to which state laws imposing taxes on the sale or purchase of such goods of special importance.

***Finance Act, 1994 (Service Tax)***

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

***The Central Excise Act, 1944***

In accordance with the Central Excise Act and Central Excise Rules, every person who produces or manufactures any excisable goods is required to get itself registered with the Jurisdictional Deputy or Assistant Commissioner of Central Excise. Hence this Act is applicable to the Company. Further, the provisions of the Central Excise Rules provide that the manufacturer of final product (other than SSI's) shall submit the duty on goods removed from the factory or warehouse during the month by fifth day of following month. Also a Monthly Return in Form ER1 is required to be submitted to the Superintendent of Central Excise within 10 days after the close of the month.

***Customs Act, 1962***

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

***The Gujarat State Tax on Professions, Trade, Callings and Employments Act,1976***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Gujrat promulgated this law to structure and formulate the respective professional tax criteria and to collect funds through professional tax. The professional tax is charged on the income of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and

wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under this Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

***The Central Goods and Service Tax Act, 2017***

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2016, following the passage of Constitution 101st Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India - Arun Jaitley. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services as part of their normal commercial activity. Administrative responsibility would generally rest with a single authority to levy tax on goods and services.[1] Exports would be considered as zero-rated supply and imports would be levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which will not be subsumed in the GST. Introduction of Goods and Services Tax (GST) is a significant step in the reform of indirect taxation in India. Amalgamating several Central and State taxes into a single tax [2] would mitigate cascading or double taxation, facilitating a common national market. The simplicity of the tax should lead to easier administration and enforcement. From the consumer point of view, the biggest advantage would be in terms of a reduction in the overall tax burden on goods, which is currently estimated at 25%-30%, free movement of goods from one state to another without stopping at state borders for hours for payment of state tax or entry tax and reduction in paperwork to a large extent.

**G. FOREIGN INVESTMENT REGULATIONS**

***The Foreign Trade (Development & Regulation) Act, 1992***

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

.

***Foreign Exchange Management Act, 1999 ("the FEMA"), and Rules and Regulations there under***

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sect oral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sect oral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer of Issue of Security by a person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

***GENERAL LAWS***

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930, The Arbitration and Conciliation Act, 1996 and Consumer Protection Act 1986 are also applicable

## HISTORY AND CERTAIN CORPORATE MATTERS

**Brief History and Background**

Our Company was originally incorporated on July 20, 2010 as "Captain Technocast Private Limited" vide Registration no. 061678 (CIN: U27300GJ2010PTC061678) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Later, our Company was converted into Public Limited Company and consequently name of the Company was changed to "Captain Technocast Limited" vide Shareholder's Resolution passed at the Extra Ordinary General Meeting of the Company held on April 08, 2017 and a fresh Certificate of Incorporation dated April 21, 2017 issued by the Registrar of Companies, Gujarat, Ahmedabad.

Our Company was originally promoted by Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia who were the initial subscribers to the Company's Memorandum and Articles of Association in the year 2010. Presently Mr. Rameshbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu, Mr. Shailesh Karshanbhai Bhut, Mrs. Komalben S Bhut, Mr. Smit Vaghjibhai Bhalu and Mr. Dharmesh Pansuriya are Promoters of the Company.

As on date of this Prospectus, our Company has Twenty Eight (28) shareholders.

For information on our Company's profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the sections entitled "Industry Overview", "Our Business", "Our Management", "Financial information of the Company" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 110, 121, 147, 175 and 223 respectively.

**Address of Registered Office:**

The Registered Office of the Company is situated at Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot Gujarat-360002, India

**Changes in Registered Office of the Company since incorporation**

The Registered Office of our Company has been shifted once since inception for the sake of better operational efficiency and administrative convenience.

Except as mentioned below, there has not been any change in our Registered Office since incorporation till date of this Prospectus:

| From | To | Date of Change | Reason for Change |
|---|---|---|---|
| UL-25, Royal Complex, Bhutkhana Chowk, Dhebar Road, Rajkot, Gujarat-360001, India | Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot Gujarat- 360002, India | February 24, 2011 | For better Operational efficiency |

**Our Main Object**

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

1. To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, refining, smelting, fabricating, repairing, finishing, processing, treating, improving, manipulating, extruding, milling, slitting, cutting, casting, forgoing, rolling and rerolling of all shapes, sizes, varities, specification, dimensions, descriptions and strengths of iron and steel products including bars, rods, structures, profilers, pipes, sheets, castings, wires, rolling metals and griders.

**Changes in Memorandum of Association**

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

| Sr. No. | Particulars | Date of Meeting | Type of Meeting |
|---|---|---|---|
| 1. | The initial authorised share capital increased from Rs. 1,00,000 (One Lakh) | August 16, | EGM |

| | | | |
|---|---|---|---|
| | divided into 10,000 (Ten Thousand) equity Shares of Rs. 10 each and increase to Rs. 50,00,000 (Fifty Lakhs) divided into 5,00,000 (Five Lakh) Equity shares of Rs. 10 each . | 2010 | |
| 2. | Increase in authorised share capital from Rs. 50,00,000 (Fifty Lakhs) divided into 5,00,000 (Five Lakh) Equity shares of Rs. 10 each to Rs. 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakhs) Equity shares of Rs. 10 each. | March 07, 2011 | EGM |
| 3. | Increase in authorised share capital from Rs. 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakhs) Equity shares of Rs. 10 each to Rs. 1,25,00,000 (One Crore twenty five Lakhs) divided into 12,50,000 (Twelve Lakhs fifty thousand) Equity shares of Rs. 10 each. | August 29, 2012 | EGM |
| 4. | Increase in authorised share capital from Rs. 1,25,00,000 (One Crore twenty five Lakhs) divided into 12,50,000 (Twelve Lakhs fifty thousand) Equity shares of Rs. 10 each to Rs. 1,50,00,000 (One Crore Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) Equity shares of Rs. 10 each. | October 18, 2013 | EGM |
| 5. | Increase in authorized share capital from Rs. 1,50,00,000 (One Crore Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) Equity shares of Rs. 10 each to Rs. 3,00,00,000 (Three Crores) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10 each. | January 23, 2015 | EGM |
| 6. | Increase in authorized share capital from Rs. 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10 each to Rs. 7,00,00,000 (Seven Crores) divided into 70,00,000 (Seventy Lakhs) Equity shares of Rs. 10 each. | October 20, 2016 | EGM |
| 7. | Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company has been changed from Captain Technocast Private Limited to Captain Technocast Limited and a fresh Certificate of Incorporation dated April 21, 2017 bearing CIN U27300GJ2010PLC061678 was issued by Registrar of Companies, Gujarat, Ahmedabad. | April 08, 2017 | EGM |
| 8. | To Adopt New Set Of Memorandum Of Association containing regulation in conformity with the Companies Act, 2013 | April 08, 2017 | EGM |

**Adopting New Articles of Association of the Company**

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-ordinary General Meeting of the Company dated April 08, 2017.

**Key Events and Mile Stones**

| Year | Key Events / Milestone / Achievements |
|---|---|
| 2010 | Incorporation of the Company in the name and style of "Captain Technocast Private Limited". |
| 2011 | Change in the Registered office of Our Company from UL-25, Royal Complex, Bhutkhana Chowk, Dhebar Road, Rajkot, Gujarat- 360001, India to Survey No-257, Plot No. 4, N.H. No. 8-B, Shapar (Veraval), Rajkot Gujarat-360002, India |
| 2016 | Acquired a factory situated at Survey No.257, Plot No.6/9, Shapar (Veraval) Dist. Rajkot |
| 2017 | Conversion of our Company from Private Limited to Limited Company |
| 2017 | One Unit is certified by ISO : 9001:2015 |

**Other Details about our Company**

For details of our Company's activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" on pages 121, 223 and 105 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "Our Management" and "Capital Structure" beginning on pages 147 and 55 of this Prospectus respectively.

**Acquisition of Business/Undertakings & Amalgamation**

Except as disclose in this Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

**Holding Company**

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

**Subsidiary of our Company**

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

**Capital raising (Debt / Equity)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled "Capital Structure" beginning on page 55 of the Prospectus. For details of our Company's debt facilities, please refer section "Statement of Financial Indebtedness" on page 220 of the Prospectus.

**Time and Cost overruns in setting up projects**

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

**Injunction or restraining order**

There are no injunctions/ restraining orders that have been passed against the Company.

**Revaluation of Assets**

Our Company has not revalued its assets since incorporation.

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

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus. Furthermore, none of the Company's loans have been converted into equity in the past.

**Lock-out or strikes**

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

**Shareholders of our Company:**

Our Company has Twenty Eight (28) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "Capital Structure" beginning on page 55 of the Prospectus.

**Changes in the Management**

For details of change in Management, please see chapter titled "Our Management" on page no 147 of the Prospectus.

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

There has been no change in the business activities of our Company during last five (5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter

titled "Management's discussion and analysis of financial conditions & results of operations" beginning on page 223 of this Prospectus,

**Shareholders Agreements**

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

**Collaboration Agreements**

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

**Material Agreement**

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

**OTHER AGREEMENTS**

**Non Compete Agreement**

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

**Joint Venture Agreement**

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

**Strategic Partners**

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

**Financial Partners**

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

**Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis of Issue Price" on pages 121, 223 and 105 of this Prospectus.

## OUR MANAGEMENT

**Board of Directors:** As per the Articles of Association, our Company is required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors. Currently, our Company has six (6) Directors and out of which four (4) are Non-Executive Directors.

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

| Sr. No. | Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN | Date of Appointment | No. of Equity Shares held & % of Share holding (Pre Issue) | Other Directorships |
|---|---|---|---|---|
| 1. | **Mr. Rameshbhai Devrajbhai Khichadia**<br>**Father Name**: Mr. Devrajbhai Panchabhai Khichadia<br>**Age:** 51 Years<br>**Designation:** Chairman and Non Executive Director<br>**Address:** Block-A-13, Aalap Avenue,University Road, Rajkot Sau Uni Area, Rajkot-360005, Gujarat, India<br>**Experience:** 25 years<br>**Occupation:** Business<br>**Qualifications:** B.Tech (Agri. Engg.)<br>**Nationality:** Indian<br>**DIN:** 00087859 | Originally appointed on the Board w.e.f. July 20, 2010<br><br>Further Designated as Chairman and Non-Executive Director w.e.f April 29, 2017 | [9,32,092] Equity Shares; 21.79%of Pre-Issue Paid up capital | **Companies:**<br>1. Captain Polyplast Limited<br>2. Captain Pipes Limited<br>3. Captain Engineering Private Limited |
| 2. | **Mr. Gopal Devrajbhai Khichadia**<br>**Father Name:** Devrajbhai Panchabhai Khichadia<br>**Age:** 42 Years<br>**Designation:** Non Executive Director<br>**Address:** Krishna Abhishek Bunglows, Dwarikadham Society, Satyasai Hear Hospital Road, Near Indralok Residency, Rajkot – 360005, Gujarat, India<br>**Experience:** 25Years<br>**Occupation:** Business<br>**Qualifications:** 9th Class<br>**Nationality:** Indian<br>**DIN:** 00127947 | Originally appointed on the Board w.e.f. July 20, 2010 | 2,85,453 Equity Shares; 6.67% of Pre- Issue Paid up capital | **Companies:**<br>1. Captain Polyplast Limited<br>2. Captain Pipes Limited |
| 3. | **Mr. Anilbhai Vasantbhai Bhalu**<br>**Father Name :** Mr. Vasantbhai Govabhai Bhalu<br>**Age:** 40 Years<br>**Designation:** Managing Director<br>**Address:** 302 – Vinayak Apartment, Behind Balaji Hall, 150 Feet Ring Road, Rajkot, Mavdi, Kotda Sangani, Rajkot – 360004, Gujarat, India **Experience:** 18 Years<br>**Occupation:** Business<br>**Qualifications:** Diploma in Mechanical Engineering<br>**Nationality:** Indian<br>**DIN:** 03159038 | Originally appointed on the Board Non Executive Director vide board Meeting dated July 21, 2010.<br><br>Further Designated as Managing Director w.e.f May 01, 2017 | 2,92,920 Equity Shares; 6.84% of Pre- Issue Paid up capital | NIL |

| Sr. No. | Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN | Date of Appointment | No. of Equity Shares held & % of Share holding (Pre Issue) | Other Directorships |
|---|---|---|---|---|
| 4. | **Mr. Shailesh Karshanbhai Bhut**<br>**Father Name:** Karshanbhai Trikambhai Bhut<br>**Age:** 43 Years<br>**Designation:** Whole time Director<br>**Address:** Darshan Society, Block No.4, Street No. 3, N.H. No. 8b, Veraval Rajkot 360002 Gujarat, India<br>**Experience:** 25 Years<br>**Occupation:** Business<br>**Qualifications:** 10th Class<br>**Nationality:** Indian<br>**DIN:** 03324485 | Originally appointed on the Board Non Executive Director vide board Meeting dated November 15, 2010.<br><br>Further Designated as Whole time Director w.e.f May 01, 2017 | 2,53,472 Equity Shares; 5.92% of Pre- Issue Paid up capital | NIL |
| 5 | **Mrs. Pravinaben M Paghdal**<br>**Father Name:** Mansukhbhai Mohanbhai Paghdal<br>**Age:** 37 Years<br>**Designation:** Additional Independent Director<br>**Address:** Block No.A-33, Adarsh Residency ,Pipaliya Pal Rib, Rajkot- 360311, Gujarat, India<br>**Experience:** 9 Years<br>**Occupation:** Service<br>**Qualifications:** Master of Arts and B.Ed<br>**Nationality:** Indian<br>**DIN:** 07868968 | Appointed as Additional Independent Director in Board Meeting dated July 05, 2017 | NIL | NIL |
| 6 | **Mr. Jentilal Popatbhai Godhat**<br>**Father Name: Popatbhai Dhanabhai Godhat**<br>**Age:** 49 Years<br>**Designation:** Additional Independent Director<br>**Address:** 31-Chitrakutdham Society, B/H I.O.C Quarter Kalawad Road Sau Uni Area Rajkot 360005 Gujarat, India<br>**Experience:** 30 Years<br>**Occupation:** Architect<br>**Qualifications:** Civil Draughtsman (I.T.I.)<br>**Nationality:** Indian<br>**DIN:** 07869033 | Appointed as Additional Independent Director in Board Meeting dated July 05, 2017 | NIL | NIL |

**BRIEF PROFILE OF OUR DIRECTORS**

1. **Mr. Rameshbhai Devrajbhai Khichadi, Chairman and Non-Executive Director, Age: 51 Years**

Mr. Rameshbhai Devrajbhai Khichadia is the Chairman and Non-Executive Director of our company. He is B. Tech (Agriculture Engineering) from Gujarat Agriculture University and has more than 25 years of experience. He is a proven influencer & negotiator and has realistic approach of getting the desired results. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment. He looks after overall management and operations of the Company.

2. **Mr. Gopal Devrajbhai Khichadia , Non executive Director, Age: 42 Years**

Mr. Gopal Devrajbhai Khichadia is the Non executive Director of our company. He has passed class 9th examination from Gujarat State Board and has more than 25 years of experience in the field of manufacturing of pipes, casting metals, liasoning and Co-ordination, Marketing, Field survey etc. He has a good administrative power and his experience thus can act as a guiding role for growth of our organization. He believes in building a team that has a great sense of belongingness, an essential element in continuous long term growth of the organization.

3. **Mr. Anilbhai Vasantbhai Bhalu, Managing Director, Age: 40 Years**

Mr. Anilbhai Vasantbhai Bhalu is the Managing Director of our Company. He holds Diploma Certificate in Mechanical Engineering degree from Technical Examinations Board, Gujarat State, Gandhinagar. He joined our Company as Director on July 21, 2010 and Further, re-designated as Managing Director on May 01, 2017 He has around 18 years of experience in the field of metal casting. He looks over the financial and marketing activities of the Company and is also instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is actively involved in day-to-day operations and activities of the Company and is responsible for business policies, strategic decisions, business development etc.

4. **Mr. Shailesh Karshanbhai Bhut, Whole Time Director, Age: 43 Years**

Mr. Shailesh Karshanbhai Bhut is the Whole time Director of our Company. He has passed Secondary examination from Gujarat Secondary Education Board, Gandhinagar. He joined our Company as Director on November 15, 2010 and was then re-designated as Whole-time Director on May 01, 2017 He has around 25 years of experience in the field of Plant Development and Production and Quality Control. He is engaged in developing business plans and preparing comprehensive business reports. He is actively involved in day-to-day operations and activities of the Company and under his guidance our Company has witnessed continuous growth.

5. **Ms. Pravinaben Mansukhbhai Paghdal, Additional Independent Director, Age: 37 Years**

Ms. Pravinaben Mansukhbhai Paghdal, aged 37 years is Additional Independent Director of our Company appointed on Board vide Board Meeting dated held on July 05, 2017. She holds a degree of Master of Arts and B.Ed from Saurashtra University. She is having an overall work experience of 9 years.

6. **Mr. Jentilal Popatbhai Godhat, Additional Independent Director, Age: 49 Years**

Mr. Jentilal Popatbhai Godhat, aged 49 years is Additional Independent Director of our Company appointed on Board vide Board Meeting dated held on July 05, 2017. He holds a degree of Civil Draughtsman (I.T.I.) from Sagramji High School Industrial Training Institute Gondal. He is having an experience of 30 years in the field of Civil Engineering. He is the proprietor of the firm Rachna Consultant.

**Confirmations**

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.

- None of the above mentioned Directors are on the RBI list of willful defaulters as on the date of filling of this Prospectus.

- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

**Nature of any family relationship between any of our Directors:**

Except Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia, who are brothers, none of the Directors are related to each other.

**Arrangements with major Shareholders, Customers, Suppliers or Others:**

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

**Service Contracts:**

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

**Details of Borrowing Powers of Directors**

Our Company has passed a Special Resolution in the Extra Ordinary General Meeting of the members held on September 19, 2016, authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 5 Crores (Rupees Five Crores only).

**Compensation of our Managing Director and Whole Time Directors**

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

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

| Particulars | Mr. Anilbhai Vasantbhai Bhalu | Mr. Shailesh Karshanbhai Bhut |
|---|---|---|
| Re-Appointment/Change in Designation | Resolution dated May 01, 2017 | Resolution dated May 01, 2017 |
| Designation | Managing Director | Whole-time Director |
| Term of Appointment | 5 years<br>liable to Retire by Rotation | 5 years<br>liable to Retire by Rotation |
| Remuneration | Upto Rs 12,00,000 p.a./- | Upto Rs 12,00,000 p.a./- |
| Remuneration paid for Year 2015-16 | Rs.9,60,000 /- | Rs.9,60,000 /- |

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

**Bonus or Profit Sharing Plan for our Directors**

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

**Sitting Fee**

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole- time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated June 15, 2017 for payment to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

## SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

| Sr. No. | Name of Director | No. of Shares held | Holding in % |
|---|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia | 9,32,092 | 21.79 |
| 2. | Mr. Gopal Devrajbhai Khichadia | 2,85,453 | 6.67 |
| 3. | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 6.84 |
| 4. | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 5.92 |

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

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

## INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company and to the extent of reimbursement of expenses. For further details, please refer- "Compensation of our Managing Director and Whole time Directors" above, beginning on page 150 of this Prospectus

Our Directors may also be regarded as interested their shareholding and dividend payable thereon, if any, Our Directors are also interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners.

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

Except as stated in this section "Our Management" or the section titled "Financial information of the Company - Related Party Transactions" beginning on page 147 and 209 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Further except as provided hereunder, our Directors are not interested in our Company in any manner:

| Sr. No. | Director | Interest |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut | Personal Guarantee of Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut against the total borrowings of ₹ 4.41 Crores made to our Company from Bank of Baroda. |

### Interest in the property of Our Company

Except as disclosed above and in the chapters titled "Our Business and "Financial Information of the Company – Related Party Transactions" on page no. 121 and 213 respectively of this Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Prospectus.

## CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

| Sr. No. | Name | Date & Nature of Change | Reasons for Change |
|---|---|---|---|
| 1. | Mr. Jentilal Popatbhai Godhat | Appointed as Additional Independent Director w.e.f July 05, 2017. | To ensure better Corporate Governance |

| | | | |
|---|---|---|---|
| 2. | Mr. Pravinaben M Paghdal | Appointed as Additional Independent Director w.e.f July 05, 2017. | To ensure better Corporate Governance |
| 3. | Mr. Anilbhai Vasantbhai Bhalu | Re-designated as Managing Director w.e.f May 01, 2017 | To ensure better Corporate Governance |
| 4. | Mr. Shailesh Karshanbhai Bhut | Re-designated as Whole Time Director w.e.f May 01, 2017 | To ensure better Corporate Governance |
| 5. | Mr. Rameshbhai Devrajbhai Khichadia | Re-designated as Chairman and Non Executive Director w.e.f April 29,2017 | To ensure better Corporate Governance |

**COMPLIANCE WITH CORPORATE GOVERNANCE**

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

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

Our Board of Directors consist of six (6) directors of which two (2) are Additional Independent Directors (as defined under section 149(6) of Companies Act, 2013), which constitutes at least one-third of the total number of Directors, which is in compliance with the requirements of section 149(4) of Companies Act, 2013. Our Company has constituted the following committees:

**Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated July 07, 2017 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of BSE ("BSE SME"), The constituted Audit Committee comprises following members:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Jentilal Popatbhai Godhat | Chairman | Additional Independent Director |
| Mrs. Pravinaben M Paghdal | Member | Additional Independent Director |
| Mr. Anilbhai Vasantbhai Bhalu | Member | Managing Director |

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

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

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

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

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
    - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - changes, if any, in accounting policies and practices and reasons for the same;
    - major accounting entries involving estimates based on the exercise of judgment by management;
    - significant adjustments made in the financial statements arising out of audit findings;
    - compliance with listing and other legal requirements relating to financial statements;
    - disclosure of any related party transactions;
    - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

a) Management discussion and analysis of financial condition and results of operations;
b) Statement of significant related party transactions (as defined by the audit committee),submitted by management;
c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
d) Internal audit reports relating to internal control weaknesses; and
e) The appointment, removal and terms of remuneration of the chief internal auditor
f) Statement of deviations:

- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated July 07, 2017. The constituted Stakeholders Relationship Committee comprises the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Jentilal Popatbhai Godhat | Chairman | Additional Independent Director |
| Mrs. Pravinaben M Paghdal | Member | Additional Independent Director |
| Mr. Shailesh Karshanbhai Bhut | Member | Whole-Time Director |

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

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

**B. Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

**C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:

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

**Nomination and Remuneration Committee**

Our Company has formed the Nomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated July 07, 2017. The Nomination and Remuneration Committee comprise the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Jentilal Popatbhai Godhat | Chairman | Additional Independent Director |
| Mrs. Pravinaben M Paghdal | Member | Additional Independent Director |
| Mr. Gopal Devrajbhai Khichadia | Member | Non-Executive Director |

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

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

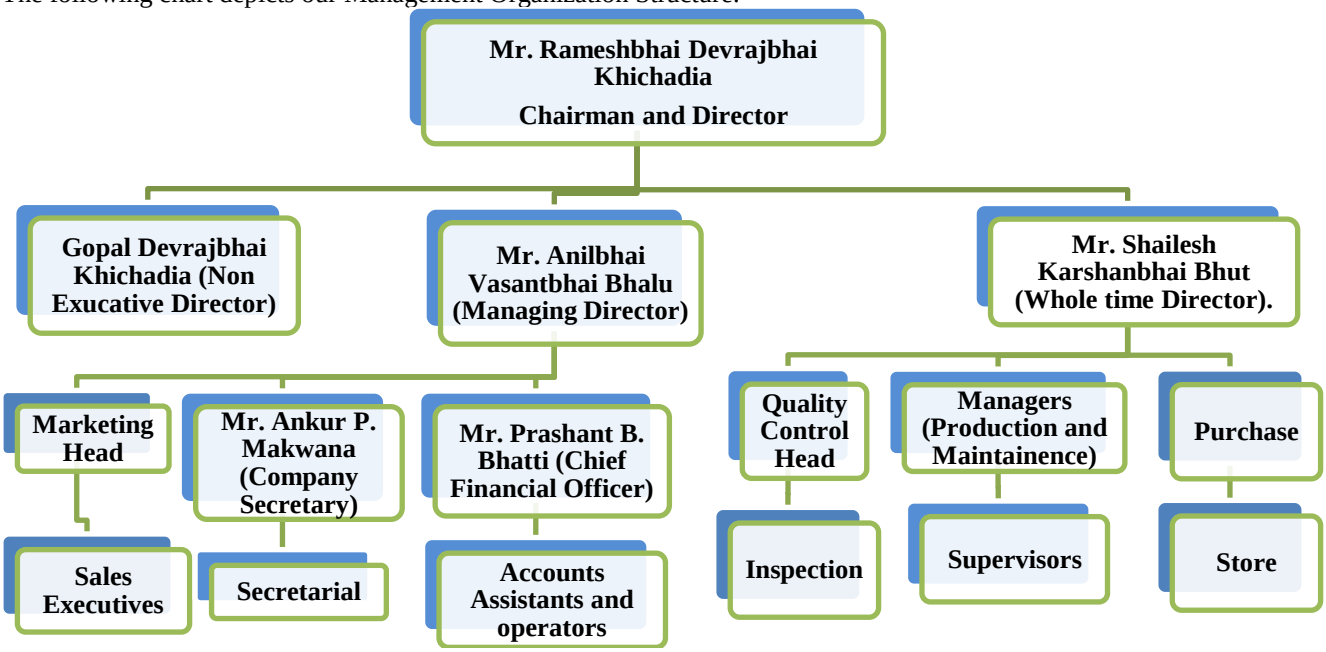
**B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present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

**C. Role of Terms of Reference:**

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

**MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure:-



## COMPLIANCE WITH CORPORATE GOVERNANCE

The requirements pertaining to the Composition of the Board of Directors as per section 149 of Companies Act, 2013 and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees as per Section 177 & 178 of companies Act, 2013 will be applicable to our company on listing on SME platform of BSE & shall be complied before listing.

## POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on June 15, 2017 have approved and adopted the policy on insider trading in view of the proposed public Issue. Mr. Ankur Pradumanbhai Makwana, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, and monitoring to the rules for the preservation of price sensitive information and Code of Conduct under the overall supervision of the Board.

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

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE. The Board of Directors at their meeting held on June 15, 2017 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

## Our Key Managerial Personnel

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

| Name, Designation & Educational Qualification | Age (Year) | Date of joining as KMP | Compensation paid for the F.Y ended 2016 (in Rs Lacs) | Over all experience (in years) | Previous employment |
|---|---|---|---|---|---|
| **Name:** Mr. Anilbhai Vasantbhai Bhalu<br>**Designation:** Managing Director<br>**Qualification:** Diploma in Mechanical Engineering | 40 | Managing Director w.e.f May 01, 2017 | 9.60 | 18 | Nil |
| **Name:** Mr. Shailesh Karshanbhai Bhut<br>**Designation:** Whole time Director<br>**Qualification:** 10th Pass | 43 | Whole time Director w.e.f May 01, 2017 | 9.60 | 25 | Nil |
| **Name:** Ankur Pradumanbhai Makwana<br>**Designation:** Company Secretary & Compliance Officer<br>**Qualification:** Company Secretary | 27 | Appointed on May 01, 2017 | - | Nil | Nil |
| **Name:** Prashant Bhupatbhai Bhatti<br>**Designation:** Chief Financial Officer<br>**Qualification:** Bachelor of Commerce and Bachelor of Laws | 33 | Appointed on May 01, 2017 | - | 10 | Worked as accountant in India Crank Manufacturing company from 2007 to March 2017 |

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**1. Mr. Anilbhai Vasantbhai Bhalu, Managing Director, Age: 40 Years**

Mr. Anilbhai Vasantbhai Bhalu is the Managing Director of our Company. He holds Diploma Certificate in Mechanical Engineering degree from Technical Examinations Board, Gujarat State, Gandhinagar. He joined our Company as Director on July 21, 2010 and Further, re-designated as Managing Director on May 01, 2017 He has around 18 years of experience in the field of metal casting. He looks over the financial and marketing activities of the Company and is also instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is actively involved in day-to-day operations and activities of the Company and is responsible for business policies, strategic decisions, business development etc.

**2. Mr. Shailesh Karshanbhai Bhut, Whole Time Director, Age: 43 Years**

Mr. Shailesh Karshanbhai Bhut is the Whole time Director of our Company. He has passed Secondary examination from Gujarat Secondary Education Board, Gandhinagar. He joined our Company as Director on November 15, 2010 and was then re-designated as Whole-time Director on May 01, 2017 He has around 25 years of experience in the field of Plant Development and Production and Quality Control. He is engaged in developing business plans and preparing comprehensive business reports. He is actively involved in day-to-day operations and activities of the Company and under his guidance our Company has witnessed continuous growth.

**3. Mr. Ankur Pradumanbhai Makwana, Company Secretary & Compliance Officer, Age: 27 Years**

Mr. Ankur Pradumanbhai Makwana is Company Secretary and Compliance officer of our Company. He holds a Company Secretary degree from Institute of Company Secretaries of India. He looks after the secretarial matters of our Company. He joined our Company on May 01, 2017

**4. Mr. Prashant Bhupatbhai Bhatti, Chief Financial Officer, Age: 33 Years**

Mr. Prashant Bhupatbhai Bhatti is Chief Financial Officer of our Company He holds a degree of Bachelor of Laws from Saurashtra University, Rajkot and Bachelor of Commerce from Saurashtra University, Rajkot . He has an overall experience of 10 years. He looks after the Accounts and Financial matters of our Company. He joined our Company on April 01, 2017.

**RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

None of Key Managerial persons stated above are related to each other.

**We confirm that:**

a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
b. 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.
c. None of our KMPs except Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut, are also part of the Board of Directors.
d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the period ended December, 2016.
e. Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
f. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:

| Sr. No. | Director | Shareholding | In % |
|---|---|---|---|
| 1. | Mr. Anilbhai Vasantbhai Bhalu | 2,92,920 | 6.84 |
| 2. | Mr. Shailesh Karshanbhai Bhut | 2,53,472 | 5.92 |

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

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

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

**Changes in the Key managerial Personnel in last three years:**

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

| Sr. No. | Name | Designation | Date of Appointment/ Cessation/Promotion/ Transfer | Reasons |
|---|---|---|---|---|
| 1. | Mr. Anilbhai Vasantbhai Bhalu | Managing Director | May 01, 2017 | Change in Designation |
| 2. | Mr. Shailesh Karshanbhai Bhut | Whole Time Director | May 01, 2017 | Change in Designation |
| 4. | Mr. Ankur Pradumanbhai Makwana | Company Secretary | May 01, 2017 | Appointment |
| 5. | Mr. Prashant Bhupatbhai Bhatti | Chief Financial Officer | May 01, 2017 | Appointment |

**INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY**

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company, other than as mentioned below:

| Sr. No. | Director | Interest |
|---|---|---|
| 1. | Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut | Personal Guarantee of Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut against the total borrowings of ₹ 4.41 Crores made to our Company from Bank of Baroda. |

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

For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to "Annexure W Statement of Related Party Transaction" on page no 213 and Personal Guarantee towards Financial facilities of our Company please refer to "Statement of Financial Indebtedness" on page no 220 of the Prospectus.

**OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL**

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

**EMPLOYEES**

The details about our employees appear under the Paragraph titled ―Human Resource in Chapter Titled ―Our Business beginning on page 121 of this Prospectus.

## OUR PROMOTERS & PROMOTER GROUP

Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu , Mr. Shailesh Karshanbhai Bhut , Komalben S Bhut, Smit Vaghjibhai Bhalu and Dharmesh Pansuriya are the Promoters of our Company.

As on the date of this Prospectus, Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu , Mr. Shailesh Karshanbhai Bhut , Komalben S Bhut, Smit Vaghajibhai Bhalu and Dharmesh Pansuriya holds 23,98,931 Equity Shares which in aggregate, constitutes 56.05% of the issued and paid-up Equity Share capital of our Company. Our Promoter and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

**Details of our Promoters:-**

| **Mr. Rameshbhai Devrajbhai Khichadia, Chairman & Non-Executive Director** | |
|---|---|
| **Qualification** | B.Tech (Agri. Engg.) |
| **Age** | 51 Years |
| **Address** | A-13, Aalap Avenue, Opp. Royal Hall, University Road Rajkot 360005 Gujarat, India |
| **Experience** | 25 years |
| **Occupation** | Business |
| **Permanent Account Number** | AETPK0199K |
| **Passport Number** | Z1738176 |
| **Name of Bank & Bank Account Details** | Bank of Baroda, Kalawad Road, Rajkot<br>A/c number - 15010100021600 |
| **Driving License Number** | GJ03 19930028951 |
| **Aadhar Card Number** | 764969817776 |
| **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 9,32,092 Equity Shares of ₹ 10 each; 21.79 % of Pre- Issue Paid up capital |
| **DIN** | 00087859 |
| **Other Interests** | **Directorships in other Companies:**<br>4. Captain Polyplast Limited<br>5. Captain Pipes Limited<br>6. Captain Engineering Private Limited<br>**Partnership Firms:** Nil<br>**Proprietorship:** Nil<br>**HUF:** M/s. Ramesh D Khichadia HUF<br>**Trust:** Nil |

| **Mr. Gopal Devrajbhai Khichadia, Non Executive Director** | |
|---|---|
| **Qualification** | 9th Class |
| **Age** | 42Years |
| **Address** | Krishna Abhishek Bunglows, Dwarikadham Society, Satyasai Hear Hospital Road, Near Indralok Residency, Rajkot – 360005, Gujarat, India |
| **Experience** | 25 years |
| **Occupation** | Business |
| **Permanent Account Number** | ADGPK8548J |
| **Passport Number** | L7519733 |
| **Name of Bank & Bank Account Details** | SBI, Nana Mava, Rajkot<br>A/C Number- 00000032193925096 |
| **Driving License Number** | GJ03 19930011968 |
| **Aadhar Card Number** | 330082965648 |

| | | |
|---|---|---|
| | **No. of Equity Shares held in GTIL [% of Shareholding (Pre Issue)]** | 2,85,453 Equity Shares of ₹ 10 each; 6.67% of Pre- Issue Paid up capital |
| | **DIN** | 00127947 |
| | **Other Interests** | **Directorships in other Companies:**<br>3. Captain Polyplast Limited<br>4. Captain Pipes Limited<br>**Partnership Firms:**<br>1. M/s. Vaibhav Cold Storage<br>2. M/s. Captain Gining & Pressing Factory<br>**Proprietorship:** Nil<br>**HUF:** M/s. Gopalbhai D. Khichadia HUF<br>**Trust:** Nil |
| | **Mr. Anilbhai Vasantbhai Bhalu, Managing Director** | |
| | **Qualification** | Diploma Mechanical Engineer |
| | **Age** | 40 Years |
| | **Address** | 302 – Vinayak Apartment, Behind Balaji Hall, 150 Feet Ring Road, Rajkot, Mavdi, Kotda Sangani, Rajkot – 360004, Gujarat, India |
| | **Experience** | 18 Years |
| | **Occupation** | Business |
| | **Permanent Account Number** | AJEPB1114H |
| | **Passport Number*** | Not Available |
| | **Name of Bank & Bank Account Details** | Bank of Baroda, Kalawad Road, Rajkot<br>A/c Number- 15010100027488 |
| | **Driving License Number** | GJ0319960884508 |
| | **Aadhar Card Number** | 200937892637 |
| | **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 2,92,920 Equity Shares of ₹ 10 each; 6.84 % of Pre- Issue Paid up capital |
| | **DIN** | 03159038 |
| | **Other Interests** | **Other Directorship:** Nil<br>**Partnership Firms:**<br>1. M/s Shivam Engineers<br>2. M/s Jay Dwarkadhish Print<br>**Proprietorship:** Nil<br>**HUF:**<br>1. M/s. Anilbhai Vasantbhai Bhalu HUF<br>**Trust:** Nil |
| | **Mr. Shailesh Karshanbhai Bhut, Whole Time Director** | |
| | **Qualification** | 10th Class |
| | **Age** | 43 Years |
| | **Address** | Darshan Society, Block No.4, Street No. 3, N.H. No. 8b, Veraval Rajkot 360002 Gujarat, India |
| | **Experience** | 25Years |
| | **Occupation** | Business |
| | **Permanent Account Number** | AIXPB3703G |
| | **Passport Number*** | Not Available |
| | **Name of Bank & Bank Account Details** | Bank of Baroda, Rajkot Main Branch<br>A/c Number- 03600100012037 |
| | **Driving License Number** | GJ1119970074023 |
| | **Aadhar Card Number** | 673260638126 |

| | | |
|---|---|---|
| | **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 2,53,472 Equity Shares of ₹ 10 each; 5.92% of Pre- Issue Paid up capital |
| | **DIN** | 03324485 |
| | **Other InterestZs** | **Other Directorship:** Nil<br>**Partnership Firms:** Nil<br>**Proprietorship:** Nil<br>**HUF:** Nil<br>**Trust:** Nil |
| | **Mrs. Komalben S Bhut** | |
| | **Qualification** | 10th Class |
| | **Age** | 38 Years |
| | **Address** | Manav Plaza, 201, Kailash Park 1, Near Palav School , 150 Feet ring road, Rajkot |
| | **Experience** | 6 Years |
| | **Occupation** | Business |
| | **Permanent Account Number** | AZBPB3023A |
| | **Passport Number*** | Not Available |
| | **Name of Bank & Bank Account Details** | Bank of India, Shapar, Veraval<br>A/c Number – 312310110006023 |
| | **Driving License Number** | Not Available |
| | **Aadhar Card Number** | 454027972387 |
| | **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 1,01,038 Equity Shares of ₹ 10 each; 2.36 % of Pre- Issue Paid up capital |
| | **DIN** | Not Applicable |
| | **Other Interests** | **Other Directorship:** Nil<br>**Partnership Firms:** Nil<br>**Proprietorship:** Nil<br>**HUF:** Nil<br>**Trust:** Nil |
| | **Mr. Smit Vaghjibhai Bhalu** | |
| | **Qualification** | 10th Class |
| | **Age** | 32 Years |
| | **Address** | 105/C, Akshardham Township,<br>B/H, Patel Samaj, Veraval ,<br>Rajkot -360024, Gujarat, India. |
| | **Experience** | 15 Years |
| | **Occupation** | Business |
| | **Permanent Account Number** | ANNPB4856H |
| | **Passport Number*** | Not Available |
| | **Name of Bank & Bank Account Details** | Bank of India, Shapar, Veraval<br>A/c Number – 312310110002100 |
| | **Driving License Number** | GJ0320020390572 |
| | **Aadhar Card Number** | 601060410315 |
| | **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 2,76,592 Equity Shares of ₹ 10 each; 6.46 % of Pre- Issue Paid up capital |
| | **DIN** | Not Applicable |

| | | |
|---|---|---|
| | **Other Interests** | **Other Directorship:** Nil<br>**Partnership Firms:**<br>1. M/s Shivam Engineers<br>2. M/s Jay Dwarkadhish Print<br>**Proprietorship:** Nil<br>**HUF:** Nil<br>**Trust:** Nil |
| | **Mr. Dharmesh Pansuriya** | |
| | **Qualification** | Master of Business Administration |
| | **Age** | 31 Years |
| | **Address** | AT-Rayadi Village, TA-Jam Kandorana, Rajkot – 360001 |
| | **Experience** | 9 years |
| | **Occupation** | Business |
| | **Permanent Account Number** | ASHPP3662Q |
| | **Passport Number*** | Not Available |
| | **Name of Bank & Bank Account Details** | Axis Bank, Gondal, Rajkot<br>A/C Number: 912010019812042 |
| | **Driving License Number** | GJ03/066645/04 |
| | **Aadhar Card Number** | 391938280570 |
| | **No. of Equity Shares held in CTL [% of Shareholding (Pre Issue)]** | 2,57,364 Equity Shares of ₹ 10 each; 6.01 % of Pre- Issue Paid up capital |
| | **DIN** | 06795385 |
| | **Other Interests** | **Other Directorship:** Captain Engineering Private Limited<br>**Partnership Firms:**<br>1. M/s. Vaibhav Cold Storage<br>2. M/s. Vaibhav Cotton industries<br>3. M/s. Ganga Industries<br>**Proprietorship:** Nil<br>**HUF:** Nil<br>**Trust:** Nil |

**Declaration**

We confirm that the Permanent Account Number, Aadhaar Card Number, Bank Account Number and Passport Number* of the Promoter have been submitted to SME Platform of BSE at the time of filing of Prospectus with them.

**Undertaking/ Confirmations**

None of our Promoter or Promoter Group or Group Companies or person in control of our Company has been:

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

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

Further, neither our Promoter, the promoter group members nor our Group Company have been declared as a willful defaulter by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

None of our Promoter, Promoter Group Entities or the Group Company has become sick Company under the SICA and no application has been made in respect of any of them, to the Registrar of Companies for striking off their name. Further no winding up proceedings have been initiated against the Promoter or the Group Company.

**Common Pursuits/ Conflict of Interest**

None of our Promoter Group entity or Group company is engaged in the same line of business as our Company as on date of this Prospectus. For further details of our Promoter Group refer to Section titled "Our Promoter & Promoter Group" & "Our Group Companies" on page 159 & 167 of the Prospectus

Further, we cannot assure that our Promoter/ Promoter Group or Group Company will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entity will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For further details, please refer section titled "Risk Factors" on page 16 of the Prospectus.

For details of our Promoter Group and Group Companies please refer to section titled "Our Promoter and Promoter Group" and "Our Group Companies" beginning on pages 159 and 167 respectively of this Prospectus.

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

**Interest of our Promoters**

**1. Interest in promotion of Our Company**

Our promoters, as stated herein before, are interested to the extent they have promoted our Company and to the extent of their shareholding in our Company and dividend payable thereon and to the extent of their relative's shareholding in our Company. Some of our Promoters are also the Directors of our Company and may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them and unsecured loan given by them to our Company.

The related party transactions are disclosed in "Financial Information of the Company" and "Our Management – Interest of Directors" and "Our Management – Interest of Key Managerial Personnel" on pages 175, 151 & 158 of this Prospectus, respectively.

**2. Interest in the property of Our Company**

Except as mentioned in this Prospectus, 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 Prospectus or proposed to be acquired by us till date of filing the Prospectus with RoC.

**3. Other Interest of Promoter**

For transactions in respect of loans and other monetary transactions entered in past please refer "Annexure W" on "Related Party Transactions" on page 213, forming part of "Financial Information of the Company" of the Prospectus.

Further except as provided hereunder, our promoters are not interested in our Company in any manner:

| Sr. No. | Director | Interest |
|---|---|---|
| 1. | Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut | Personal Guarantee of Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut against the total borrowings of ₹ 4.41 Crores made by our Company from Bank of Baroda. |

For more details of Personal Guarantee given by our promoter towards financial facilities of our Company please refer to "Statement of Financial Indebtedness" on page 220 respectively of this Prospectus

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

**Experience of Promoters in the line of business**

Our Promoters Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia have experience of approximately 7 years in the business of metal casting whereas Mr. Anilbhai Vasantbhai Bhalu and Mr. Shailesh Karshanbhai Bhut are in the business of metal casting for about two decades. The company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions**

For the transactions with our Promoter Group entities please refer to section titled "Annexure – W" Related Party Transactions" on page 213 of this Prospectus.

Except as stated in "Annexure – W" Related Party Transactions" beginning on page 213 of the Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

**Payment or Benefit to Promoter of Our Company**

For details of payments or benefits paid to our Promoter, please refer to the chapter titled "Our Management" beginning on page 147 of this Prospectus. Also refer Annexure W on "Related Party Transactions" on page 213 forming part of "Financial Information of the Company" of this Prospectus.

**Companies / Firms from which the Promoter have disassociated themselves in the 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 Prospectus:-

**Other ventures of our Promoter**

Save and except as disclosed in this section titled "Our Promoter and Promoter Group" and "Our Group Companies" beginning on page 159 & 167 respectively of this Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Prospectus.

**Litigation details pertaining to our Promoter**

For details on litigations and disputes pending against the Promoter and defaults made by the Promoter please refer to the section titled "Outstanding Litigations and Material Developments" beginning on page 237 of this Prospectus.

**OUR PROMOTER GROUP**

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

**1. Natural Persons who are part of the Promoter Group**

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

| Relationship | Mr. Rameshbhai Devrajbhai Khichadia | Mr. Gopal Devrajbhai Khichadia | Mr. Anilbhai Vasantbhai Bhalu | Mr. Shailesh Karshanbhai Bhut | Mrs. Komalben S Bhut | Mr. Smit Vaghjibhai Bhalu | Mr. Dharmesh Pansuriya |
|---|---|---|---|---|---|---|---|
| **Father** | Late Devrajbhai Panchabhai Khichadia | Late Devrajbhai Panchabhai Khichadia | Mr. Vasantbhai G. Bhalu | Mr. Karshanbhai Trikambhai Bhut | Mr. Vallabhbhai S. Kathrotiya | Mr. Vaghjibhai G. Bhalu | Mr. Jayantibhai Mohanbhai Pansuriya |
| **Mother** | Mrs. Radiyaben D. Khichadia | Mrs. Radiyaben D. Khichadia | Mrs. Jayaben V. Bhalu | Mrs. Jayaben Karshanbhai Bhut | Mrs. Lilaben V. Kathrotiya | Mrs. Jayaben V. Bhalu | Mrs. Jyotsanaben Jayantibhai Pansuriya |
| **Spouse** | Mrs. Sangeetaben Rameshbhai Khichadia | Mrs. Rasmitaben G. Khichadia | Mrs. Nitaben Anilbhai Bhalu | Mrs. Sonalben S Bhut | Mr. Sanjay D. Bhut | Mrs. Rasmita S. Bhalu | Mrs. Bhavishaben Dharmeshbhai Pansuriya |
| **Brother** | Mr. Tansukh D. Khichadia | Mr. Tansukh D. Khichadia | Mr. Smit V. Bhalu | Mr. Ashokbhai Karshanbhai Bhut | Mr. Pankajbhai V. Kathrotiya | Mr. Anilbhai V. Bhalu | Mr. Rakesh Jayantibhai Pansuriya |
| | Mr. Gopal D. Khichadia | Mr. Ramesh D. Khichadia | - | - | - | - | - |
| | Mr. Girdhar D. Khichadia | Mr. Girdhar D. Khichadia | - | - | - | - | - |
| **Sister** | Mrs. Kantaben K. Pansuriya | Mrs. Kantaben K. Pansuriya | Mrs. Shilpaben V. Vaishnav | Mrs. Anjanaben Ratilalbhai Mardiya | - | Mrs. Silpaben R. Vaishnav | Mrs. Varsha Miteshbhai Bhanderi |
| **Son** | Mr. Ritesh Rameshbhai Khichadia | Mr. Archil G. Khichadia | Mr. Harshil A. Bhalu | Mr. Heet Shaileshbhai Bhut | - | - | - |
| **Daughter** | - | Ms. Foram G. Khichadia | Ms. Princy A. Bhalu | Ms. Mansi Shaileshbhai Bhut | Ms. Shrusti S. bhut | Ms. Shreyancy S. Bhalu | Ms. Viha Pansuriya |
| | - | - | - | - | - | Ms. Lancy S. Bhalu | Ms. Aarohi Pansuriya |
| **Spouse's Father** | Mr. Vallabhbhai Naranbhai Ghadia | Mr. Ramjibhai T. Savaliya | Mr. Savjibhai S. Kacchadiya | Mr. Vallabhbhai Punjabhai Kansagra | Mr. Durlabhbhai P. Bhut | Mr. Rameshbhai K. Katba | Mr. Gordhanbhai Popatbhai Ghonia |
| **Spouse's Mother** | Mrs. Kanchanben V. Gadhia | Mrs. Ramaben Ramjibhai Savaliya | Mrs. Rashilaben S. Kachhadiya | Mrs. Leelaben Vallabhbhai Kansagra | Mrs. Rashilaben D. Bhut | Mrs. Ramaben R. Katba | Mrs. Jasumatiben Gordhanbhai Ghonia |
| **Spouse's Brother** | Mr. Kishor V. Gadhia | Mr. Nikhil Ramjibhai Savaliya | Mr. Arvindbhai S. Kachhadiya | Mr. Rajeshbhai Vallabhbhai Kansagra | Mr. Dipak Durlabhbhai Bhut | Mr. Niral R. Katba | Mr. Manan Gordhanbhai Ghonia |
| **Spouse's Sister** | Mrs. Ilaben M. Trada | Mrs. Parulaben Rameshbhai Gajera | Mrs. Bhartiben Kachhadiya | Mrs. Shilpaben Kaushikbhai Sinoja | - | - | Mrs. Falguniben Maheshbhai Gundaniya |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | - | | | | | |
| | Mrs. Rekhaben C. Hirpara | Mrs. Manishaben Vineshbhai Vaghasiya | Ms. Sonal S. Kachhadiya. | - | - | - | Mrs. Jahalben Ravibhai Khunt |
| | Mrs. Neetaben J. Ajudiya | Mrs. Rinaben Cheanbhai Paghdar | - | - | - | - | Mrs. Jetalben Vishalbhai Ramoliya |
| | Mrs. Hetalben S. Gondaliya | - | - | - | - | - | - |

*In addition to the above promoter group members, Mr. Kantilal Manilal Gedia, Mr. Bhavesh Kantilal Gedia, Mr. Kaushikbhai V. Mori, Mr. Pankaj Vashrambhai Mori, Mr. Bharatbhai M. Dadhaniya, Mr. Dharmeshbhai B. Dadhaniya, Mrs. Ranjan B. Dadhaaniya, Mr. Divyesh P Bhalu, Mr. Ronakkumar Jentibhai Vagadia, Mr. Jagdish Pravinbhai Movaliya, Mrs. Falguni Kaushikbhai Mori, Mr. Kanji Mohanbhai Pansuria and Mrs. Pushpaben D. Bhut are also the member of Promoter group.*

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

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

| Nature of Relationship | Entity |
|---|---|
| Any Body 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. | **Companies:**<br>1. Captain Polyplast Limited*<br>2. Captain Pipes Limited**<br>3. Capital Polyplast (Guj) Private Limited<br>4. Captain Engineering Private Limited<br>5. Captain Plastic Private Limited |
| Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital | Nil |
| 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 | **Proprietorship**:- Nil<br>**Partnership Firms:-**<br>1. M/s. Vaibhav Cold Storage<br>2. M/s. Captain Gining & Processing<br>3. M/s Shivam Engineers<br>4. M/s Jay Dwarkadhish Print<br>5. M/s. Vaibhav Cotton industries<br>6. M/s Ganga Industries<br>**HUF**:-<br>**1.** M/s. Ramesh D Khichadia HUF<br>2. M/s. Gopalbhai D. Khichadia – HUF<br>3. M/s. Anilbhai Vasantbhai Bhalu HUF |

****Captain Polyplast Limited:*** The Equity shares of Captain Polyplast Limited were listed on SME Platform of BSE Limited – Stock Exchange on December 11, 2013. Further, the Company was migrated from SME Platform of BSE to BSE Main board Platform w.e.f. February 17, 2016.

** ***Captain Pipes Limited:*** The Equity shares of Captain Pipes Limited were listed on SME Platform of BSE Limited – Stock Exchange on December 11, 2014.

## OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, 2009 for the purpose of identification of Group Companies, our Company has considered companies covered under the Accounting Standard 18 (including Associate Companies) as per Restated Financial Statements. Further, pursuant to a resolution of our Board dated June 15, 2017 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations, 2009 and Companies who entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 5% of total revenue of the company as per Restated Financial Statements.

The following entities are identified as Group Companies of our Company:

1. Captain Pipes Limited
2. Captain Engineering Private Limited

### 1. Captain Pipes Limited

| **Date of Incorporation** | January 05, 2010 | | |
|---|---|---|---|
| **Main objects:** | To carry on the business of manufacturers, Traders, buyers, sellers, importers, exporters, assemblers, designers, developers and dealers in H.D.P.E and P.V.C. pipes such as uPVC Column Pipes, uPVC Pressure Pipes, uPVC Casing Pipes, uPVC Plumbing Pipes, uPVC Elastomeric Sealing Ring Pipes, uPVC SWR Pipes (Soil, Waste & Rain Water), uPVC Agri Fittings, R.PVC Fittings, uPVC Plumbing Fittings, uPVC SWR Fittings, CPVC Plumbing Pipes, CPVC Plumbing Fittings and drip and sprinkler irrigation systems and agricultural equipments, appliances, accessories and implements made of metal, alloy, glass, synthetic plastic or any other materials. | | |
| **CIN** | L25191GJ2010PLC059094 | | |
| **PAN Card no.** | AADCC8337J | | |
| **Registered Office Address** | Survey No-257, Plot No. 23 to 28, N.H. No. 8-B, Shapar (Veraval), Rajkot Gujarat- 360002, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Rameshbhai Devrajbhai Khichadia | | 00087859 |
| | Mr. Gopal Devrajbhai Khichadia | | 00127947 |
| | Mr. Kantilal Manilal Gedia | | 00127949 |
| | Mr. Arvindbhai Bavanjibhai Ranpariya | | 00385251 |
| | Mr. Ratilal Veljibhai Baldha | | 06976370 |
| | Mrs. Prafullaben Vijay Tank | | 06976715 |
| **Audited Financial Information** | **( Rs. In Lacs, except per share data)** | | |
| | **For The Year Ended** | | |
| | **March 31, 2017** | **March 31, 2016** | **March 31, 2015** |
| **Paid up Equity Share Capital** | 415.856 | 415.856 | 415.856 |
| **Reserves and Surplus (excluding Revaluation Reserve and Less Misc. Expenses, if any )** | 549.27 | 516.91 | 464.00 |
| **Net worth** | 965.126 | 932.76 | 879.856 |
| **Income including other income and exceptional items** | 5357.01 | 5385.33 | 3471.41 |
| **Profit/ (Loss) after tax** | 32.37 | 52.91 | 113.86 |
| **Earnings per share (face value of Rs. 10 each)** | 0.78 | 1.27 | 2.74 |
| **Net asset value per share** | 23.21 | 22.43 | 21.16 |

**As on date of Prospectus.*

The Equity shares of Captain Pipes Limited were listed on SME Platform of BSE Limited – Stock Exchange on December 11, 2014. The Company has made a Public Issue of 11,01,000 Equity Shares of Face Value of ₹ 10/- each of Captain Pipes Limited for

Cash at a Price of ₹40/- Per Equity Share (including a share premium of ₹ 30/- Per Equity Share) ("Issue Price") aggregating to ₹ 440.40/- Lakhs (The "Issue"). The issue was made to meet the following objects:-

[i] To meet working capital requirement
[ii] Repayment of Unsecured Loans
[iii] General Corporate Purpose
[iv] To meet the Issue Expenses

In addition, Company expects to achieve the benefits of listing the Equity Shares on the Stock Exchange. The listing of the Equity Shares will enhance the corporate image and brand name and create a public market for Equity Share of the Company and will further enable the company to avail future growth opportunities.

**Performance vis-à-vis objects**

The IPO was made by Captain Pipes Limited to fund the Working Capital Requirement, for repayment of unsecured loan and for general corporate purpose. The Management and the Statutory Auditors M/s. P Ghanshyam & Company, Chartered Accountants of Captain Pipes Limited vide their respective certificates dated June 13, 2017 has certified that the fund raised through IPO has been deployed for the purpose for which it was raised and there was no deviation in actual utilization of funds.

**Share price information**

The following table sets forth details of the highest and lowest price on BSE during the preceding six months::

| Sr. No. | Month | Quantum of Equity Shares traded | Monthly high | Monthly Low |
|---|---|---|---|---|
| 1. | January, 2017 | 1,33,500 | 94.00 | 49.00 |
| 2. | February, 2017 | 1,15,500 | 120.00 | 90.05 |
| 3. | March, 2017 | 1,44,000 | 118.00 | 90.00 |
| 4. | April, 2017 | 96,000 | 109.00 | 99.75 |
| 5. | May, 2017 | 1,36,500 | 109.00 | 85.00 |
| 6. | June, 2017 | 3,21,000 | 104.00 | 70.00 |

The market capitalization of Captain Pipes Limited on SME Platform of BSE Limited based on the Closing price of ₹95/- per equity shares on July 12, 2017 was ₹ 39.51 Crores.

**Shareholding Pattern**

The following table sets forth details of the shareholding pattern of Captain Pipes Limited as on March 31, 2017:

| Category | Category of shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of Voting Rights | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class Equity Shares of Rs.10/- each^ | Total | | | | | | | | |
| I | II | III | IV | V | VI | VII = IV+V+VI | VIII | IX | | | X | XI=VII+X | XII | | XIII | | XIV |
| (A) | Promoter & Promoter Group | 12 | 31,17,560 | - | - | 31,17,560 | 74.97 | 31,17,560 | 31,17,560 | 74.97 | - | 74.97 | - | | | | 31,17,560 |
| (B) | Public | 195 | 10,41,000 | - | - | 10,41,000 | 25.03 | 10,41,000 | 10,41,000 | 25.03 | - | 25.03 | - | | | | 10,41,000 |
| (C) | Non Promoter- Non Public | - | - | - | - | - | - | - | - | - | - | - | - | | - | - | - |
| (C1) | Shares underlying | - | - | - | - | - | - | - | - | - | - | - | - | | - | - | - |
| (C2) | Shares held by Emp. Trusts | - | - | - | - | - | - | - | - | - | - | - | - | | - | - | - |
| | **Total** | **207** | **41,58,560** | **-** | **-** | **41,58,560** | **100.00** | **41,58,560** | **41,58,560** | **100.00** | **-** | **100.00** | **-** | | | | **41,58,560** |

**Nature and extent of interest of our Promoters**

Our Promoters along with their immediate relatives holds 39.62% of the share in Captain Pipes Limited.

| Sr. No. | Name of the Promoter/ Immediate relatives | No. of Equity Shares held | % of Shareholding |
|---|---|---|---|
| 1. | Mr. Gopalbhai Devrahbhai Khichadia HUF | 84,000 | 2.02 |
| 2. | Mr. Ramesh D. Khichadia HUF | 2,35,000 | 5.65 |
| 3. | Mr. Gopal Devrajbhai Khichadia | 3,48,000 | 8.37 |
| 4. | Mrs. Sangeetaben Rameshbhai Khichadia | 1,31,000 | 3.15 |
| 5. | Mr. Rameshbhai Devrajbhai Khichadia | 3,23,000 | 7.77 |
| 6. | Mr. Ritesh Rameshbhai Khichadia | 1,58,000 | 3.80 |
| 7. | Mrs. Rashmitaben G Khichadia | 76,360 | 1.84 |
| 8. | Mr. Dharmesh Pansuriya | 1,66,000 | 3.99 |
| 9. | Mr. Rakesh J Pansuriya | 1,26,000 | 3.03 |
| | **Total** | **13,47,360** | **39.62** |

**Mechanism for redressal of investor grievances**

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address and signature of mandate and power of attorney, replacement, split, consolidation, dematerialisation and rematerialisation of shares, issue of duplicate certificates etc. are handled by Company's Registrar and Transfer Agent being Bigshare Services Private Limited ("RTA").

Investors correspond with RTA and Captain Pipes Limited on all share related matters. The Board of Directors of Company has constituted a Shareholder's / Investors Grievance Committee in accordance with SEBI (LODR), 2015 to specifically look into the redressal of complaints of investors such as transfers or credit of shares to demat accounts, non receipt of dividend/ interest/ annual reports, etc.

The Company is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

**2. Captain Engineering Private Limited**

| **Date of Incorporation** | March 18, 2014 | |
|---|---|---|
| **Main objects:** | To carry on business as manufacturers, buyers, sellers, dealers, distributors, exporters, importers, hirers, stockiest, surveyors, valuers, agents, clearing agents, processors, assemblers, repairers, erections and commissioning of pumps and engineering products and power driven or hand operated used for industrial, agricultural, domestic and other purposes including submersible pumps, centrifugal pumps, turbine pumps, pressure pumps, chemical pumps, flood pumps, vacuum pumps, spray pumps, hydraulic pumps, water pumps and their components, semi-finished goods, raw-materials, accessories and spare parts including electric motors. | |
| **CIN** | U31500GJ2014PTC079172 | |
| **PAN Card no.** | AAFCC6329N | |
| **Registered Office Address** | Revenyu Survey No. 257, Plot No. 6 Sub Plot No. 9, Jain Steel Road Rajkot Gujarat- 360002 India | |
| **Board of Directors*** | **Name** | **DIN** |
| | Mr. Rameshbhai Devrajbhai Khichadia | 00087859 |
| | Mr. Dharmesh Jentibhai Pansuriya | 06795385 |
| | Mr. Sanjay Durlabhbhai Bhut | 06795394 |
| | Mr. Rajeshbhai Jamnadas Kaneriya | 06795400 |
| **Audited Financial Information** | **( Rs. in Lacs, except per share data)** | |

| | For The Year Ended | | |
|---|---|---|---|
| | **March 31, 2016** | **March 31, 2015** | **March 31, 2014** |
| **Paid up Equity Share Capital** | 170.00 | 100.00 | 1.00 |
| **Reserves and Surplus (excluding Revaluation Reserve and Less Misc. Expenses, if any )** | (66.34) | (24.06) | (0.03) |
| **Net worth** | 103.66 | 75.94 | 0.98 |
| **Income including other income and exceptional items** | 94.63 | 19.11 | 0.00 |
| **Profit/ (Loss) after tax** | (42.28) | (24.03) | (0.03) |
| **Earnings per share (face value of Rs. 10 each)** | 0.00 | 0.00 | (0.1) |
| **Net asset value per share** | (6.10) | 7.59 | 9.75 |

**As on date of Prospectus*

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

| Sr. No. | Name of the Shareholder | No. of Equity Shares held | % of Shareholding |
|---|---|---|---|
| 1. | Dharmesh Pansuriya | 1,24,909 | 7.35 |
| 2. | Rajeshbhai Jamnadas Kaneriya | 1,02,000 | 6.00 |
| 3. | Anilbhai Vasantbhai Bhalu | 1,19,000 | 7.00 |
| 4. | Smit Vaghjinahi Bhalu | 1,19,000 | 7.00 |
| 5. | Dipak Durlabhbhai Bhut | 1,19,000 | 7.00 |
| 6. | Sanjaybhai D. Bhut | 1,19,000 | 7.00 |
| 7. | Mrugendrakumar J. Kaneriya | 1,02,000 | 6.00 |
| 8. | Vijaybhai J. Kaneriya | 1,02,000 | 6.00 |
| 9. | Shaileshbhai Karshanbhai Bhut | 51,000 | 3.00 |
| 10. | Captain Polyplast Ltd. | 2,50,000 | 14.71 |
| 11. | Ramesh D. Khichadia (HUF) | 52,961 | 3.12 |
| 12. | Ritesh Rameshbhai Khichadia | 3,50,451 | 20.61 |
| 13. | Sangeetaben Rameshbhai Khichadia | 38,679 | 2.28 |
| 14. | Gopalbhai Devrajbhai Khichadia | 50,000 | 2.94 |
| | **Total** | **17,00,000** | **100.00** |

**Nature and extent of interest of our Promoters**

Our Promoters, along with their Immediate Relatives, Promoter Group and Group Companies hold 79% of the share in Captain Engineering Private Limited

Captain Engineering Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

**Group Companies with Negative Net Worth/Losses:-**

**(i) Captain Engineering Private Limited**

For details in relation to Capital Engineering Private Limited, see section "Our Group Companies" on page 167 of this Prospectus.

**<u>Litigations</u>**

For details on litigations and disputes pending against the Group Companies, if any, please refer to the section titled "Outstanding Litigations and Material Developments" on page 237 of this Prospectus.

**Undertaking / confirmations**

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been

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

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies /entities have been declared as a wilful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

None of our Promoters, Promoter Group or the Group Companies has become sick Companies under the SICA and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoters or the Group Companies.

**Nature and Extent of Interest of Group Companies**

***a) In the promotion of our Company :***

None of our Group Company have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified in chapter titled "Financial Information of the Company–Annexure W - Related Party Transactions" on page 213 of this Prospectus.

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

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

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

Except as stated in the Chapter titled "Our Business" beginning on page 121 of this Prospectus, our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

**Common Pursuits/Conflict of Interest**

Except for as disclosed in this Prospectus, none of our Promoter/ Group Companies has any common pursuits. For details please refer to chapter titled "Our Promoters and Promoter Group" on page 159 of this Prospectus.

As on the date of the Prospectus, we cannot assure that our Promoter, Promoter Group/Group Company will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company.
We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

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

For details relating to the business transactions within the Group Companies and their significance on the financial performance of the Company see the chapter titled "Financial Information of the Company – Annexure W - Related Party Transactions" on page 213 of this Prospectus.

**Sales / Purchase between our Company and Group Companies:**

For details relating to sales or purchases between our Company and any of our Group Companies exceeding 10% of the sales or purchases of our Company see the chapter titled "Financial Information of the Company–Annexure W- Related Party Transactions" on page 213 of this Prospectus.

**Business Interests amongst our Company and Group Companies /Associate Companies**

Except as mentioned under Related Party Transactions, "Annexure W" beginning on page 213 under Chapter titled "Financial Information of the Company" there is no business interest among Group Company.

**Defunct /Struck-off Company**

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

**Changes in Accounting Policies in the last three years**

Except as mentioned under the paragraph Changes in Significant Accounting Policies, "Annexure IV" under Chapter titled "Financial Information of the Company" beginning on page 183 of the Prospectus, there have been no changes in the accounting policies in the last three years.

## DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the past five financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## SECTION V – FINANCIAL INFORMATION OF THE COMPANY

## INDEPENDENT AUDITOR'S REPORTON RESTATED FINANCIAL STATEMENTS OF "CAPTAIN TECHNOCAST LTD." (PREVIOUSLY KNOWN AS "CAPTAIN TECHNOCAST PVT. LTD.")

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

To,
The Board of Directors,
**CAPTAIN TECHNOCAST LTD.**
Survey No-257, Plot No. 4,
N.H. No. 8-B, Shapar (Veraval)
Rajkot,
Gujarat – India.

Dear Sirs,

**Report on Restated Financial Statements**

1. We have examined the attached restated financial statements of CAPTAIN TECHNOCAST LTD. (Previously known as "CAPTAIN TECHNOCAST PVT. LTD.") (hereinafter referred as "the Company") as at 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 and the related Restated Statement of Profit & Loss for the financial year ended on 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 and Restated Statement of Cash Flow for the financial year ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 (collectively "Restated Summary Statements" or "Restated Financial Statements"). These Restated Summary Statements have been prepared by the company and approved by the Board of Directors of the Company in connection with Initial Public Offering (IPO) in SME Platform of Bombay Stock Exchange.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

i) Section 26 of Companies Act, 2013 (hereinafter referred to as the "Act") read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended;

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) 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 statements 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 on SME Emerged Platform of Bombay Stock Exchange ("IPO" or "SME IPO") and

iv) The Revised Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ('ICAI') ("Guidance Note")

3. The Restated Summary Statements of the Company have been extracted by the Management from the Audited Financial Statements of the Company for the financial years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 which have been approved by the Board of Directors.

4. Audit of the financial statements for years ended March 31, 2017, 2016, 2015, 2014 & 2013 has been conducted by Company's Statutory Auditors, M/s P. Ghanshyam & Co. (F. R. No. 103153W), Chartered Accountants. Further, financial statements for the year ended March 31, 2017 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 the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 is based on the audited financial statements of the Company which were audited by the Statutory Auditors, M/s.

P. Ghanshyam & Co., Chartered Accountants and whose Auditor's Reports have been relied upon by us for the said periods.

5. In accordance with the requirements of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (the 'ICAI') and the terms of our engagement agreed with you, we report that:

   (i) The "Restated Statement of Assets and Liabilities" as set out in **Annexure I** to this report, of the Company as at 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 are prepared by the Company and approved by the Board of Directors. These 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 Statement of Profit & Loss" as set out in **Annexure II** to this report, of the Company for the financial years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Profit & Loss, as restated have been arrived at after making such 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 Statement of Cash Flow" as set out in **Annexure III** to this report, of the Company for the financial years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such 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.

6. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
   a) Adjustments if any, for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting periods.
   b) Adjustments for prior period and other material amounts, if any 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) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Standalone Financial statements.
   e) There are no revaluation reserves, which need to be disclosed separately in the "Restated Standalone Financial Statements".
   f) These 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.

7. 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 financial years ended on 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013

   (i) Statement of Share Capital enclosed as **Annexure A**
   (ii) Statement of Reserves & Surplus enclosed as **Annexure B**
   (iii) Statement of Long Term Borrowings enclosed as **Annexure C**
   (iv) Statement of Principal Terms of Secured Loans And Assets Charged As Security **(Annexure CE1)**

(v) Statement of Terms & Conditions of Unsecured Loans **(Annexure CE2)**
(vi) Statement of Long Term Provisions enclosed as **Annexure D**
(vii) Statement of Short Term Borrowings enclosed as **Annexure E**
(viii) Statement of Trade Payables enclosed as **Annexure F**
(ix) Statement of Other Current Liabilities enclosed as **Annexure G**
(x) Statement of Short Term Provisions enclosed as **Annexure H**
(xi) Statement of Fixed Assets enclosed as **Annexure I**
(xii) Statement of Deferred Tax (Assets) / Liabilities enclosed as **Annexure J**
(xiii) Statement of Long Term Loans & Advances enclosed as **Annexure K**
(xiv) Statement of Inventories enclosed as **Annexure L**
(xv) Statement of Trade Receivables enclosed as **Annexure M**
(xvi) Statement of Cash & Cash Equivalents enclosed as **Annexure N**
(xvii) Statement of Short Term Loans & Advances enclosed as **Annexure O**
(xviii) Statement of Other Current Assets enclosed as **Annexure P**
(xix) Statement of Revenue from Operations and Other Income enclosed as **Annexure Q**
(xx) Statement of Raw Materials & Components enclosed as **Annexure R**
(xxi) Statement of Changes in Inventories of Finished Goods, Work-In-Progress And Stock-In-Trade enclosed as **Annexure S**
(xxii) Statement of Employee Benefit Expenses enclosed as **Annexure T**
(xxiii) Statement of Other Expenses enclosed as **Annexure U**
(xxiv) Statement of Finance Costs enclosed as **Annexure V**
(xxv) Statement of Related Party Transactions enclosed as **Annexure W**
(xxvi) Statement of Capitalization as at March 31, 2017 (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 X**
(xxvii) Summary of 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 Y**
(xxviii) Statement of Tax Shelter enclosed as **Annexure Z**
(xxix) Statement of Dividend Declared enclosed as **Annexure AA**
(xxx) Statement of Contingent Liabilities as **Annexure AB**

8. We, M/s. SVK & ASSOCIATES, 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 No. 009326 dated September 16, 2016 issued by the "Peer Review Board" of the ICAI.

9. The preparation and presentation of the 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 Financial Statements and information referred to above is the responsibility of the Company.

10. 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.

11. We have no responsibility to update our report for the events and circumstances occurring after the date of our report.

12. 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 paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

13. Consequently the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

14. 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 – SME IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**15. Auditors' Responsibility**

Our responsibility is to express an opinion on these restated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

**16. 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, 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013;

b) In the case of the Restated Statement of Profit and Loss, of the profit / (loss) of the Company for the Period / 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 / Years ended on that date.

**For, SVK & ASSOCIATES**
**Chartered Accountants**
Firm No. – 118564W

**Shilpang V. Karia**
**Partner**
M. No.: 102114

Place: Rajkot
Date: 14 June, 2017

**ANNEXURE – I**
**SUMMARY STATEMENT OF ASSETS AND LIABILITIES (AS RESTATED)**

*(Amt. in Rs.)*

| | Particulars | Annx. | As At | | | | |
|---|---|---|---|---|---|---|---|
| | | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | | | Rs. | Rs. | Rs. | Rs. | Rs. |
| **(1)** | **Equity & Liabilities** | | | | | | |
| | Shareholders' Funds | | | | | | |
| | (a) Share Capital | **A** | 41,088,240 | 20,544,120 | 20,544,120 | 12,700,000 | 12,500,000 |
| | (b) Reserves & Surplus | **B** | 15,899,759 | 2,682,324 | 74,956 | (884,603) | (2,715,210) |
| | | | **56,987,999** | **23,226,444** | **20,619,076** | **11,815,397** | **9,784,790** |
| **(2)** | **Non Current Liabilities** | | | | | | |
| | (a) Long-term borrowings | **C** | 21,128,070 | 16,970,340 | 19,770,438 | 21,102,415 | 20,183,146 |
| | (b) Deferred tax liabilities (net) | | - | - | - | - | - |
| | (c) Other Long-term Liabilities | | - | - | - | - | - |
| | (d) Long-term provisions | **D** | 598,595 | 424,466 | 215,810 | 96,189 | 50,838 |
| | | | **21,726,665** | **17,394,806** | **19,986,248** | **21,198,604** | **20,233,984** |
| **(3)** | **Current liabilities** | | | | | | |
| | (a) Short-term borrowings | **E** | 10,580,821 | 13,995,990 | 15,919,681 | 12,479,119 | 8,535,484 |
| | (b) Trade payables | **F** | 43,053,758 | 27,604,408 | 29,182,388 | 25,890,671 | 23,140,540 |
| | (c) Other current liabilities | **G** | 3,894,970 | 4,637,366 | 5,271,221 | 3,538,980 | 3,276,901 |
| | (d) Short-term provisions | **H** | 9,027,494 | 2,871,054 | 1,881,232 | 1,166,358 | 281,636 |
| | | | **66,557,043** | **49,108,818** | **52,254,522** | **43,075,128** | **35,234,560** |
| | | | | | | | |
| | **Total** | | **145,271,707** | **89,730,068** | **92,859,846** | **76,089,129** | **65,253,335** |
| | | | | | | | |
| | **Assets** | | | | | | |
| **(4)** | **Non-current assets** | | | | | | |
| | (a) Fixed Assets | **I** | 40,670,113 | 26,126,651 | 24,882,662 | 25,352,271 | 25,828,536 |
| | (b) Non-current investments | | - | - | - | - | - |
| | (c) Deferred tax assets (net) | **J** | 763,410 | 366,845 | 444,320 | 225,545 | 1,119,216 |
| | (d) Long-term loans and advances | **K** | 2,571,402 | 1,440,601 | 1,299,099 | 1,641,256 | 1,546,106 |
| | (e) Other non-current assets | | - | - | - | - | - |
| | | | **44,004,925** | **27,934,097** | **26,626,081** | **27,219,072** | **28,493,858** |
| **(5)** | **Current Assets** | | | | | | |
| | (a) Current Investments | | - | - | - | - | - |
| | (b) Inventories | **L** | 30,300,667 | 15,785,044 | 17,065,062 | 16,113,223 | 15,566,466 |
| | (c) Trade Receivables | **M** | 64,824,654 | 44,025,985 | 48,345,070 | 30,897,610 | 18,461,236 |
| | (d) Cash & Bank Balances | **N** | 463,092 | 657,138 | 64,242 | 548,121 | 45,451 |
| | (e) Short Term Loans & Advances | **O** | 5,444,125 | 1,126,780 | 552,466 | 1,199,502 | 2,558,148 |
| | (f) Other Current Assets | **P** | 234,244 | 201,024 | 206,925 | 111,601 | 128,176 |
| | | | **101,266,782** | **61,795,971** | **66,233,765** | **48,870,057** | **36,759,477** |
| | | | | | | | |
| | **Total** | | **145,271,707** | **89,730,068** | **92,859,846** | **76,089,129** | **65,253,335** |

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-II**
**STATEMENT OF PROFIT AND LOSS (AS RESTATED)**

*(Amt. in Rs.)*

| Particulars | Annx | For the Year ended | | | | |
|---|---|---|---|---|---|---|
| | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Continuing Operations** | | | | | | |
| **Revenue from operations:** | | | | | | |
| - Revenue From Sale of Products | **Q** | 166,095,124 | 108,893,073 | 108,495,918 | 78,561,424 | 37,400,593 |
| - Other Operating Income | | 546,203 | 362,694 | 127,616 | 5,455,205 | 4,932,959 |
| **Net Revenue from operations** | | **166,641,327** | **109,255,767** | **108,623,534** | **84,016,629** | **42,333,552** |
| Other income | **Q** | 117,174 | 210,332 | 43,446 | 205,925 | 126,055 |
| **Total Revenue (A)** | | **166,758,501** | **109,466,099** | **108,666,980** | **84,222,554** | **42,459,607** |
| **Expenses:** | | | | | | |
| Cost of Materials & Stores Consumed | **R** | 104,346,595 | 77,207,068 | 81,584,813 | 61,676,771 | 30,514,416 |
| Changes in inventories of finished goods, WIP and Stock-in-Trade | **S** | (9,810,571) | (2,441,302) | (3,452,899) | (1,460,512) | (573,389) |
| Employee benefits expense | **T** | 8,351,481 | 6,164,674 | 4,668,500 | 3,202,392 | 2,439,028 |
| Other expenses | **U** | 37,250,923 | 18,394,739 | 18,438,229 | 11,947,609 | 7,988,516 |
| **Total Expenses (B)** | | **140,138,428** | **99,325,179** | **101,238,643** | **75,366,260** | **40,368,571** |
| **Earnings Before Interest, Taxes, Depreciation & Amortization** | | **26,620,073** | **10,140,920** | **7,428,337** | **8,856,294** | **2,091,036** |
| Finance costs | **V** | 2,556,871 | 2,292,085 | 1,446,841 | 2,938,480 | 2,834,689 |
| Depreciation and amortization expenses | | 4,115,704 | 3,765,427 | 4,416,219 | 3,185,827 | 3,090,773 |
| **Profit before exceptional items, extraordinary items and tax (C=A-B)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| Exceptional items **(D)** | | - | - | - | - | - |
| **Profit before extraordinary items and tax (E=C-D)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| Extraordinary items **(F)** | | - | - | - | - | - |
| **Profit before tax (G=E-F)** | | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| **Provision for Tax** | | | | | | |
| - Current Tax | | 7,125,713 | 1,451,084 | 793,005 | 379,179 | - |
| - Tax adjustment of prior years | | 915 | (410,934) | 31,488 | - | - |
| - Deferred Tax Liability / (Asset) | | (396,564) | 77,475 | (218,775) | 893,671 | (1,119,216) |
| - MAT Credit Entitlement | | - | 358,415 | - | (371,470) | - |
| **Tax Expense For The Year (H)** | | **6,730,063** | **1,476,039** | **605,718** | **901,380** | **(1,119,216)** |
| **Restated profit after tax from Continuing Operations (I=G-H)** | | **13,217,435** | **2,607,368** | **959,559** | **1,830,607** | **(2,715,210)** |
| **Profit from Discontinuing Operations (J)** | | - | - | - | - | - |
| **Restated profit for the year from total operations (K=I+J)** | | **13,217,435** | **2,607,368** | **959,559** | **1,830,607** | **(2,715,210)** |
| 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**
**CASHFLOW STATEMENT (AS RESTATED)**

*(Amt. In Rs.)*

| Particulars | For the Year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **1.Cash Flow From Operating Activities:** | | | | | |
| **Net Profit before tax and extraordinary item** | **19,947,498** | **4,083,408** | **1,565,277** | **2,731,987** | **(3,834,426)** |
| *Adjustments for:* | | | | | |
| Depreciation and amortization expense | 4,115,704 | 3,765,427 | 4,416,219 | 3,185,827 | 3,090,773 |
| Finance Cost | 2,556,871 | 2,292,085 | 1,446,841 | 2,938,480 | 2,834,689 |
| Interest Received / Other Non Operative Receipts | (147,906) | (111,190) | (123,189) | (228,707) | (135,486) |
| **Operating Profit before Changes in Operating Assets & Liabilities** | **26,472,167** | **10,029,730** | **7,305,148** | **8,627,587** | **1,955,550** |
| *Adjustments for:* | | | | | |
| Inventories | (14,515,623) | 1,280,018 | (951,839) | (546,757) | (15,267,483) |
| Trade Receivables | (20,798,669) | 4,319,085 | (17,447,460) | (12,436,374) | (18,461,236) |
| Short Term & Long Term Loans & Advances | (3,439,729) | (180,138) | 747,109 | 1,775,269 | 9,009 |
| Other Current Assets | (33,220) | 5,901 | (95,324) | 16,575 | (101,556) |
| Trade Payables | 15,449,350 | (1,577,980) | 3,291,717 | 2,750,131 | 22,114,116 |
| Other Current Liabilities | (742,396) | (633,855) | 1,732,241 | 262,079 | 1,092,169 |
| Short term Provisions | 481,811 | 331,743 | 301,048 | 505,543 | 276,636 |
| Long term Provisions | 174,129 | 208,656 | 119,621 | 45,351 | 50,838 |
| **Changes in Operating Assets & Liabilities** | **(23,424,347)** | **3,753,430** | **(12,302,887)** | **(7,628,183)** | **(10,287,507)** |
| Cash Flow from Extra-Ordinary Items | - | - | - | - | - |
| **Cash Generated from Operations** | **3,047,820** | **13,783,160** | **(4,997,739)** | **999,404** | **(8,331,957)** |
| Taxes Paid | 3,460,416 | 1,276,164 | 168,583 | 140,303 | 126,292 |
| **Net Cash from Operating Activities** | **(412,596)** | **12,506,996** | **(5,166,322)** | **859,101** | **(8,458,249)** |
| **2. Cash Flow From Investing Activities:** | | | | | |
| Fixed Assets Purchased (Net) | (18,659,166) | (5,009,416) | (3,946,610) | (2,709,562) | (3,790,329) |
| Interest Received/ Other Non Operative Receipts | 147,906 | 111,190 | 123,189 | 228,707 | 135,486 |
| **Net Cash from Investing Activities** | **(18,511,260)** | **(4,898,226)** | **(3,823,421)** | **(2,480,855)** | **(3,654,843)** |
| **3. Cash Flow From Financing Activities:** | | | | | |
| Proceeds from issue of shares | 20,544,120 | - | 7,844,120 | 200,000 | 2,500,000 |
| Proceeds from Short term borrowings | (3,415,169) | (1,923,691) | 3,440,562 | 3,943,635 | 8,535,484 |
| Proceeds from Long term borrowings | 4,157,730 | (2,800,098) | (1,331,977) | 919,269 | 2,807,194 |
| Finance Cost | (2,556,871) | (2,292,085) | (1,446,841) | (2,938,480) | (2,834,689) |
| **Net Cash from Financing Activities** | **18,729,810** | **(7,015,874)** | **8,505,864** | **2,124,425** | **11,007,989** |
| **Net Increase/ (Decrease) in Cash & Cash Equivalents** | (194,046) | 592,896 | (483,879) | 502,670 | (1,105,104) |
| **Cash & Cash Equivalents at the beginning of the year** | 657,138 | 64,242 | 548,121 | 45,451 | 1,150,554 |
| **Cash & Cash Equivalents at the end of the year** | **463,092** | **657,138** | **64,242** | **548,121** | **45,451** |

**Note:**

**1. Components of Cash & Cash Equivalents :**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| Cash on Hand | 375,451 | 526,003 | 54,242 | 514,349 | 34,685 |
| Balances with Scheduled Banks | | | | | |
| In Current Accounts | 87,641 | 131,135 | 10,000 | 33,772 | 10,766 |
| In Deposit Accounts | - | - | - | - | - |
| **Total Cash & Cash Equivalents** | **463,092** | **657,138** | **64,242** | **548,121** | **45,451** |

2. 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).

3. Figures in Brackets represents outflow.

4. 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

**ANNEXURE-IV**
**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS**

**THE COMPANY**

**CAPTAIN TECHNOCAST LTD.** (the Company) was originally incorporated on Twentieth day of July Two Thousand & Ten under any previous company law as **CAPTAIN TECHNOCAST PVT. LTD.** and name of the company is being changed to "**CAPTAIN TECHNOCAST LTD**." pursuant to conversion into Public Limited Company vide Shareholder's Resolution passed at the Extra Ordinary General Meeting of the Company held on April 08, 2017 and a fresh Certificate of Incorporation dated April 21, 2017 issued by the Registrar of Companies, Gujarat, Ahmedabad.

**Nature of Operations**

The Company is having its manufacturing facilities at Shapar (Veraval), Gujarat, is presently engaged in manufacturing Investment Casting

**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 (upto 31st March, 2014) and Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014.

The financial statements for the period ended, for the year ended 31st March, 2017, 2016 and 2015 have been prepared in accordance with Schedule III of the Companies Act, 2013. Financial Statements for the year ended on 31 March 2014 and 31 March 2013 in accordance with 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, adoption of 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, except for the change in the accounting policy explained below :

**Change in Accounting Policy**

The company has provided for gratuity for the years ended on 31st March, 2013 to 31st March, 2017 in the year ended 31st March, 2017. However, for the purpose of Restatement the figures for gratuity provision have been adjusted in the respective years on the basis of acturial valuation.

Restated Standalone Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the Designated Stock exchange, RoC and Securities and Exchange Board of India ('SEBI') in connection with its proposed Initial Public Offering.

**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 :
Sales are recognized when significant risks and rewards of ownership of goods have been passed to the buyer. Sales and Purchases are being accounted for excluding Excise Duty Collected / Paid on Sales and purchases.

Jobwork Income / Packing & Forwarding Income :
Jobwork Income is recognized on accrual basis on completion of provision of services and Packing & Forwarding Charged in Sales Invoices is recognized along with Sales.

Interest :
Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Rent :
Rent income is recognized on a time proportion basis at the rates and as per the terms & conditions agreed upon with the it.

Other Income :
Other Income being excise duty rebate claim etc. are being recognized on accrual basis in the year in which right to receive the same is established

**2. Tangible Fixed assets**

Gross fixed assets are stated at cost of acquisition including incidental expenses relating to acquisition and installation. Fixed Assets are stated at cost net of modvat / cenvat / other credits and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any.

**3. Depreciation**
Depreciation on fixed assets was provided on Written Down Value (WDV) Method at the rate and manner prescribed in schedule XIV of the Companies Act, 1956 up to the years ended on 31/03/2014, in audited accounts. For the period after 01/04/2014, the depreciation on fixed assets is on Written Down Value (WDV) Method at the rates arrived at on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. In respect of assets whose useful life is already exhausted as on 1st April, 2014, the carrying amount as on 1st April, 2014 after retaining the Scrap Value, has been adjusted through statement of profit & loss in FY 14-15 in line with MCA Notification dated 29/08/2014.

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 11-12 to 13-14 |
|---|---|---|
| Factory Building | 30 Years | 10.00% |
| Machineries | 15 Years | 13.91% |
| Air Conditioners | 15 Years | 13.91% |
| Water Cooler | 5 Years | NA |
| Refrigeration | 5 Years | NA |
| Laboratory Equipments | 10 Years | 13.91% |
| Electrifications | 10 Years | 13.91% |

| | | |
|---|---|---|
| Vehicles (Two Wheelers) | 10 Years | 25.89% |
| Vehicles (Four Wheelers) | 8 Years | 25.89% |
| Furniture & Fixtures | 10 Years | 18.10% |
| CCTV Cameras | 5 Years | NA |
| Mobiles | 5 Years | 18.10% |
| Softwares | 3 Years | NA |
| Computers | 3 Years | 40.00% |

In none of the case the residual value of an asset is more than five per cent of the original cost of the asset

**4. Inventories**

Inventories of Raw Materials, Semi-Finished Goods, Finished Goods and Waste & Scrap are stated at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of finished goods is included as part of finished goods. Cost formula is arrived at on 'FIFO basis'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

**5. Retirement Benefits & Other Employee benefits**

**Defined-contribution plans:**

Defined contribution to provident fund is charged to the profit and loss account on accrual basis.

**Defined-benefit plans:**

Provision for gratuity liability is provided based on actuarial valuation made covering all the period of five years.

Leave encashment expenditure is charged to profit and loss account at the time of leave encashed and paid, if any. Bonus expenditure is charged to profit and loss account on accrual basis.

**6. Foreign exchange transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the net gain or loss is recognized in the profit and loss account.

Foreign currency translation differences relating to liabilities incurred for purchasing of fixed assets from foreign countries are recognized in the profit and loss account. All other foreign currency gain or losses are recognized in the profit and loss account.

**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 recognized as an expense in the statement of statement of profit and loss. Initial direct cost 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 capitalized 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 amortized 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** -Provision for current tax / Minimum Alternate Tax (MAT) is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

**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 recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realization. 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.

**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 recognized when the company 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.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

**12. Cash & Cash Equivalents**

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

**13. Segment Reporting**

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India is not applicable as the Company has only one business segment i.e. "manufacturing and selling of Investment Casting.". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

**II NOTES TO RESTATED SUMMARY STATEMENT:**

The financial statements for the year ended March 31, 2013 and year ended March 31, 2014 are prepared as per the revised schedule VI and financial statements for the year ended March 31, 2015, year ended March 31, 2016 and year ended March 31, 2017 are prepared as per Schedule III of the Companies Act, 2013. Accordingly, the figures of the previous years have also been re-classified to confirm to classification as per the Schedule III, wherever required. The adoption of revised schedule VI and Schedule III 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.

2. **Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**
   In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III / Schedule VI to the Companies Act

3. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure-W 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:

*(Amt in Rs.)*

| Particulars | For the year | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| (DTA) / DTL onTiming Difference in Depreciation as per Companies Act and Income Tax Act. | (495,628) | (203,519) | (361,069) | 28,465 | 16,972 |
| (DTA) / DTL on account of Carry Forward Losses | - | - | - | (213,445) | (1,114,757) |
| (DTA) / DTL on account of gratuity provision | (197,913) | (131,160) | (66,685) | (29,722) | (15,709) |
| (DTA) / DTL on account of non-payment of expenses and disallowed u/s. 43B | (69,869) | (32,167) | (16,565) | (10,843) | (5,723) |
| **Net Deferred Tax (Asset)/Liability** | **(763,410)** | **(366,845)** | **(444,320)** | **(225,545)** | **(1,119,216)** |

5. **Directors' Remuneration:**

*(Amt in Rs.)*

| Particulars | 2015-16 | 2014-15 | 2013-14 | 2012-13 | 2011-12 |
|---|---|---|---|---|---|
| Directors' Salary | 2,400,000 | 1,920,000 | 1,440,000 | 960,000 | 700,000 |
| **Total** | **2,400,000** | **1,920,000** | **1,440,000** | **960,000** | **700,000** |

6. **Auditors' Remuneration:**

*(Amt in Rs.)*

| Particulars | 2015-16 | 2014-15 | 2013-14 | 2012-13 | 2011-12 |
|---|---|---|---|---|---|
| a. As Auditors | | | | | |
| Statutory & Tax Audit Fees * | 32,775 | 28,500 | 33,090 | 22,472 | 20,000 |
| **Total** | **32,775** | **28,500** | **33,090** | **22,472** | **20,000** |

* Including Service Tax

**7. Earnings Per Share :**

Earnings per Share have been calculated as under:

*(Amt in Rs)*

| Particulars | For the year | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| A. Number of Shares at the beginning of the year | 2,054,412 | 2,054,412 | 1,270,000 | 1,250,000 | 1,000,000 |
| Shares issued during the year: | | | | | |
| - Allotment | 2,054,412 | - | 784,412 | 20,000 | 250,000 |
| B. Total Number of equity shares outstanding at the end of the year | 4,108,824 | 2,054,412 | 2,054,412 | 1,270,000 | 1,250,000 |
| C. Adjusted Weighted average number of equity shares outstanding at the end of the Year | 2,253,662 | 2,177,677 | 1,446,433 | 1,332,899 | 1,126,068 |
| D. Net profit after tax available for equity shareholders (as restated) | 13,217,435 | 2,607,368 | 959,559 | 1,830,607 | (2,715,210) |
| E. Basic and Diluted earnings per share (Rs.) (D/C) | 5.86 | 1.20 | 0.66 | 1.37 | (2.41) |

8. Figures have been rearranged and regrouped wherever practicable and considered necessary.

9. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

**10. 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:

**(a1) Defined Benefit Plan (Gratuity)**

*(Amt in Rs.)*

| Particulars | For The Year | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| **1. The amounts recognized in the Balance Sheet are as follows:** | | | | | |
| Present value of unfunded obligations recognized | 598,595 | 424,466 | 215,810 | 96,189 | 50,838 |
| **Net Liability** | **598,595** | **424,466** | **215,810** | **96,189** | **50,838** |
| **2. The amounts recognized in the Profit & Loss A/c are as follows:** | | | | | |
| Current Service Cost | 165,824 | 152,471 | 97,565 | 60,522 | 50,838 |
| Interest on Defined Benefit Obligation | 45,452 | 29,462 | 17,438 | 9,243 | - |
| Net Actuarial Losses / (Gains) Recognized in Year | (37,147) | 26,723 | 4,618 | (24,414) | - |
| Past Service Cost | - | - | - | - | - |
| Total, Included in "Salaries, allowances & welfare" | - | - | - | - | - |
| | **174,129** | **208,656** | **119,621** | **45,351** | **50,838** |
| **3. Changes in the present value of defined benefit obligation:** | | | | | |
| Defined benefit obligation as at the beginning of the year/period | 424,466 | 215,810 | 96,189 | 50,838 | - |
| Service cost | 165,824 | 152,471 | 97,565 | 60,522 | 50,838 |
| Interest cost | 45,452 | 29,462 | 17,438 | 9,243 | - |

| | | | | | |
|---|---|---|---|---|---|
| Actuarial Losses/(Gains) | (37,147) | 26,723 | 4,618 | (24,414) | - |
| Past Service Cost | - | - | - | - | - |
| **Defined benefit obligation as at the end of the year/period** | **598,595** | **424,466** | **215,810** | **96,189** | **50,838** |
| **Benefit Description:** | | | | | |
| Benefit type: | | | | | |
| Retirement Age: | 58 Years | 58 Years | 58 Years | 58 Years | 58 Years |
| Vesting Period: | 5 Years | 5 Years | 5 Years | 5 Years | 5 Years |
| Method Used: | Projected Unit Credit Method | | | | |
| **The principal actuarial assumptions for the above are:** | | | | | |
| Future Salary Rise: | 7.00% p.a. | 7.00% p.a. | 7.00% p.a. | 7.00% p.a. | 7.00% p.a. |
| Discount rate per annum: | 7.43% p.a. | 7.70% p.a. | 8.00% p.a. | 9.00% p.a. | 8.30% p.a. |
| Employee Turnover: | 5% - 3% | | | | |
| Mortality Rate: | Indian Assured Lives Mortality (2006-08) Ult. | | | | |

The estimated future salary increases, considered in actuarial valuation, takes into account the effect of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**(a2) Defined Benefit Plan (Leave Encashment)**

The Company has defined benefit leave encashment plan. The Company's employees are entitled for compensated absenses which are allowed to be accumulated and encashed as per Company's rules. Entire Earned Leave Pay is being paid / encashed for all the years, as per the policy of the Company. The following table summarizes the expenses towards compensated absenses recognized in Restated Statement of Profit & Loss.

*(Amt in Rs.)*

| **Particulars** | **For The Year** | | | | |
|---|---|---|---|---|---|
| | **2016-17** | **2015-16** | **2014-15** | **2013-14** | **2012-13** |
| | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| Total, Included in "Employee Benefit Expenses" | 170,319 | 108,709 | 99,486 | 71,992 | 61,434 |
| | **170,319** | **108,709** | **99,486** | **71,992** | **61,434** |

**(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 Employee Benefit Expenses in the Statement of profit and loss.

| **Particulars** | **For The Year** | | | | |
|---|---|---|---|---|---|
| | **2015-16** | **2014-15** | **2013-14** | **2012-13** | **2011-12** |
| Provident Fund | 672,759 | 398,126 | 364,552 | 194,222 | 121,924 |

**11. 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 as stated.

**12. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**13. Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest rupees. Figures in brackets indicate negative values

**14. Previous year's figures**

The Revised Schedule VI has become effective from 1 April, 2011 and Schedule III has becom effective from 1st April, 2014 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 wherever dealt in this statement have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure to the extent possible.

**15. Leases**

**Operating Lease**

Operating leases are mainly in the nature of lease of factory land, with no restrictions 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 :**

*(Amt in Rs.)*

| Particulars | For The Year | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| Lease Rentals Paid / Provided for | - | 9,455 | - | - | - |

**16. 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 VI and Accounting Standards.

**Statement of Adjustments in the financial statements:**

*(Amt in Rs.)*

| Particulars | For The Year | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: **(A)** | 12,593,446 | 3,604,488 | 997,252 | 2,587,053 | (3,881,905) |
| **Adjustment on Account of :** | | | | | |
| **1A.** (Less) : Gratuity Provision not made in accounts | - | (208,656) | (119,621) | (45,351) | (50,838) |
| **1B.** Add : Gratuity Provision of Ealier Years debited in books in FY 16-17 | 424,466 | - | - | - | - |
| **2.** (Less) : Leave Pay Provision not made in accounts | - | - | - | - | (61,434) |
| **3.** Add / (Less) : Adjustment of Deferred Tax Provision | (9,605) | (899,815) | 576,815 | (891,441) | 1,157,946 |
| **4.** Add / (Less) : Adjustment of Depreciation | - | - | - | 146,600 | 130,452 |
| **5.** Add / (Less) : Adjustment of Foreign Exchange Rate Difference | (46,242) | 129,916 | (70,394) | 2,425 | (9,431) |
| **6.** Less : Adjustment of Earlier Year Taxes & MAT Credit Entitlement | (915) | 52,519 | (31,488) | - | - |
| **7.** Add/(Less) : Adjustment of Current Year IT Provision | 256,287 | (71,084) | (393,005) | 31,321 | - |
| **Total (B)** | 623,992 | (997,119) | (37,693) | (756,446) | 1,166,695 |
| **Net Profit as Restated (A+B)** | **13,217,438** | **2,607,369** | **959,559** | **1,830,607** | **(2,715,210)** |

**NOTES ON RESTATEMENT:-**

1. **Provision of Gratuity**
   The company has provided for gratuity for the years ended on 31st March, 2013 to 31st March, 2017 in the year ended 31st March, 2017. However, for the purpose of Restatement the figures for gratuity provision have been adjusted in the respective years on the basis of acturial valuation.

2. **Provision of Leave Pay for FY 12-13**
   The company has not provided for leave pay liability for the year ended on 31st March, 2013. which is accordingly provided in the respective year on the basis of actuary certificate

3. **Adjustment of Deferred Tax Provision**
   Adjustment of deferred tax provision [being deferred tax (asset) / liability] is on account of some restated temporary differences being restated carry forward losses, restated unpaid leave and gratuity, restated closing WDVs as per books and as per income tax act.

4. **Adjustment of Depreciation**
   Adjustment of depreciation is on account of revised depreciation being calculated after adjusting subsidy received from the cost of plant and machinery, which is in line with AS-12

5. **Adjustment of Foreign Exchange Rate Difference**
   Adjustment of foreign exchange rate difference is on account of valuing monetary items outstanding at year end at closing exchange rate prevailing at respective year end, which is in line with AS-11

6. **Adjustment of Earlier Year Taxes & MAT Credit Entitlement**
   Adjustment of Earlier Year Taxes & Mat Credit Entitlement is on account of restated earlier year profits and restated MAT Credit Entitlement

7. **Adjustment of Current Year IT Provision**
   Adjustment of Current Year IT Provision is on account of restated taxable income arrived on after giving effect of above mentioned material adjustments and as er normal rules of income tax provision.

   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**
**STATEMENT OF SHARE CAPITAL**

*(Amt. in Rs.)*

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Share Capital** | | | | | |
| **Authorized Share Capital** | | | | | |
| Equity shares of Rs.10 each | 7,000,000 | 3,000,000 | 3,000,000 | 1,500,000 | 1,250,000 |
| Share Capital (in Rs.) | 70,000,000 | 30,000,000 | 30,000,000 | 15,000,000 | 12,500,000 |
| | | | | | |
| **Issued, Subscribed and Paid up Share Capital** | | | | | |
| Equity Shares of Rs. 10 each fully paid up | 4,108,824 | 2,054,412 | 2,054,412 | 1,270,000 | 1,250,000 |
| Share Capital (in Rs.) | 41,088,240 | 20,544,120 | 20,544,120 | 12,700,000 | 12,500,000 |
| | | | | | |
| **Total** | **41,088,240** | **20,544,120** | **20,544,120** | **12,700,000** | **12,500,000** |
| | | | | | |

**Reconciliation of Number Of Shares outstanding at the beginning and at the end of the reporting period**

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Equity Shares** | | | | | |
| Shares outstanding at the beginning of the year | 2,054,412 | 2,054,412 | 1,270,000 | 1,250,000 | 1,000,000 |
| Shares Issued during the year | 2,054,412 | - | 784,412 | 20,000 | 250,000 |
| Shares bought back during the year | - | - | - | - | - |
| **Shares outstanding at the end of the year** | **4,108,824** | **2,054,412** | **2,054,412** | **1,270,000** | **1,250,000** |
| | | | | | |

**Shares in the company held by each shareholder holding more than 5 percent shares**

| Name of Shareholder | 31/03/17 | | 31/03/16 | | 31/03/15 | | 31/03/14 | | 31/03/13 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | No. Of Shares held | % of Holding | No. Of Shares held | % of Holding | No. Of Shares held | % of Holding | No. Of Shares held | % of Holding | No. Of Shares held | % of Holdin g |
| Rameshbhai Devrajbhai Khichadia | 920,436 | 22.40% | 460,218 | 22.40% | 460,218 | 22.40% | 195,000 | 15.35% | 195,000 | 15.60% |
| Gopal Devrajbhai Khichadiya | 210,000 | 5.11% | 105,000 | 5.11% | 105,000 | 5.11% | 105,000 | 8.27% | 105,000 | 8.40% |
| Sangeetaben Rameshbhai Khichadia | - | - | - | - | - | - | 80,000 | 6.30% | 80,000 | 6.40% |
| Dharmesh. Pansuria | 254,145 | 6.19% | 127,073 | 6.19% | 127,073 | 6.19% | 71,600 | 5.64% | 70,100 | 5.61% |
| Anilbhai Vasantbhai Bhalu | 288,893 | 7.03% | 116,321 | 5.66% | 116,321 | 5.66% | - | - | - | - |
| Smit Vaghajibhai Bhalu | 272,565 | 6.63% | - | - | - | 0.00% | - | - | - | - |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Shailesh Karshanbhai Bhut | 250,116 | 6.09% | 118,808 | 5.78% | 118,808 | 5.78% | - | - | - | - |
| Sanjay D. Bhut | 213,028 | 5.18% | - | - | - | 0.00% | - | - | - | - |
| Dipak Durlabhbhai Bhut | 258,412 | 6.29% | - | - | - | 0.00% | - | - | - | - |
| Dharmeshbhai B. Dadhaniya | 208,676 | 5.08% | 104,338 | 5.08% | 104,338 | 5.08% | 64,500 | 5.08% | - | - |
| | **2,876,271** | | **1,031,758** | | **1,031,758** | | **516,100** | | **450,100** | |

**Shares issued other than cash, bonus issue and shares bought back**

| Particulars | Year (Aggregate No. of Shares) | | | | |
|---|---|---|---|---|---|
| | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| **Equity Shares :** | | | | | |
| Fully paid up pursuant to contract(s) without payment being received in cash | Nil | Nil | Nil | Nil | Nil |
| Fully paid up by way of bonus shares | Nil | Nil | Nil | Nil | Nil |
| Shares bought back | Nil | Nil | Nil | Nil | Nil |
| | | | | | |
| **Unpaid Calls** | | | | | |
| By Directors | Nil | Nil | | | |
| By others | Nil | Nil | | | |

**Notes:**

| |
|---|
| **1.** Terms/rights attached to equity shares: |
| i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. |
| ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE – B
## STATEMENT OF RESERVES AND SURPLUS

*(Amt. in Rs.)*

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Surplus in Statement of Profit & Loss** | | | | | |
| Balance as per last financial statements | 2,682,324 | 74,956 | (884,603) | (2,715,210) | - |
| Add : Profit for the year | 13,217,435 | 2,607,368 | 959,559 | 1,830,607 | (2,715,210) |
| **Closing Balance** | **15,899,759** | **2,682,324** | **74,956** | **(884,603)** | **(2,715,210)** |

**Notes:**

| |
|---|
| **1.** Company does not have any Revaluation Reserve. |
| **2.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **3.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-C
## STATEMENT OF LONG TERM BORROWINGS

*(Amt. in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Long Term Borrowings** | | | | | |
| **Term Loans and Vehicle Loans** | | | | | |
| From Banks & Financial Institutions | 8,900,070 | 2,970,340 | 5,770,438 | 7,102,415 | 9,933,146 |
| | | | | | |
| **Loans and advances from related parties** | | | | | |
| From Promoters | 7,378,000 | 4,565,000 | 4,565,000 | 4,065,000 | 3,015,000 |
| From Promoter Group / Shareholders & Relatives | 4,850,000 | 9,435,000 | 9,435,000 | 9,935,000 | 7,235,000 |
| From Others | - | - | - | - | - |
| | | | | | |
| **Inter Corporate Deposits** | | | | | |
| From Promoter Group Company | - | - | - | - | - |
| | | | | | |
| **TOTAL** | **21,128,070** | **16,970,340** | **19,770,438** | **21,102,415** | **20,183,146** |
| | | | | | |
| **Current portion of long-term borrowings, included under Other Current Liabilities** | 2,937,972 | 4,094,489 | 4,797,955 | 3,343,963 | 3,136,788 |
| | | | | | |
| **Interest accrued but not due, included under Other Current Liabilities** | 14,466 | 679 | 2,586 | 4,312 | - |
| | | | | | |
| **TOTAL LONG-TERM BORROWINGS** | **24,080,508** | **21,065,508** | **24,570,979** | **24,450,690** | **23,319,934** |
| | | | | | |
| **The above amount includes:** | | | | | |
| Secured Borrowings | 11,852,508 | 7,065,508 | 10,570,979 | 10,450,690 | 13,069,934 |
| Unsecured Borrowings | 12,228,000 | 14,000,000 | 14,000,000 | 14,000,000 | 10,250,000 |
| **TOTAL** | **24,080,508** | **21,065,508** | **24,570,979** | **24,450,690** | **23,319,934** |

**Notes:**

**1.** The terms and conditions and other information in respect of Secured Loans are given in Annexure-CE1

**2.** The terms and conditions and other information in respect of Unsecured Loans are given in Annexure-CE2

**3.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

**5.** List of persons/entities classified as 'Promoters' / 'Promoter Group' / 'Relative' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

**ANNEXURE-CE1**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

*(Amt. in Rs.)*

| **A. Working Capital Facilities & Term Loans from Banks** | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Name of Lender** | **Purpose** | **Sanction Amount** | **Rate of interest** | **Securities offered*** | **Re-payment** | **Moratorium** | **As At** | | | | |
| **Secured Borrowings** | | | | | | | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Bank of Baroda | Working Capital (Cash Credit) | 300 Lacs (as on date) | **12-13**<br>Base Rate 10.50% + Applicable Spread 2.50% i.e. Effective Interest Rate 13.00%<br><br>**'13-14 & 14-15**<br>Base Rate 10.25% + Applicable Spread 2.50% i.e. Effective Interest Rate 12.75% (CC) and 12.85% (including TP 0.10%) (TL)<br><br>**'15-16**<br>Base Rate 10.25% + Applicable Spread 2.50% i.e. Effective Interest Rate 12.75% (CC and TL1)<br><br>Base Rate 10.25% + Applicable Spread 2.50% + Term Premium 0.10% i.e. Effective Interest Rate 12.85% (TL2) | 1. Equitable Mortgage of factory land admeasuring about 1334 Sq Mtrs. and industrial building constructed on the said land, Situatued at Plot No. 4, Survey No. 257, Nr. National Highway 8-B, Village Shapar (Veraval), Taluka Kotdasangani, District Rajkot standing in the name of the Company.<br><br>2. Hypothecation of stocks viz. stock of Raw Materials, WIP, Finished Goods, Book Debts and Fixed Assets of the Company including Plant & | On Demand | NA | 10761072 | 14137408 | 16073178 | 12617743 | 8641287 |
| Bank of Baroda | Term Loan 1 | 193 Lacs | | | Repayable in 66 monthly instalments commencing after 6 months (i.e. April 2012) from the date of first disbursement (i.e. Oct 2011) | 6 Months | 0 | 3120476 | 6796366 | 9933150 | 13069934 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Bank of Baroda | Term Loan 2 | 44.66 Lacs | **16-17**<br>1 Year MCLR (9.40%) + SP (0.25%) + Spread (2.25%) i.e. Effective Interest Rate 11.90% (CC)<br><br>Base Rate 9.60% + Applicable Spread 2.25% = 11.85% (TL1) | Machineries, Equipments / Spares (Existing & Future) | Repayable in 59 monthly instalments commencing after 6 months (i.e. July 2015) | 6 Months | 2970340 | 3863536 | 3464248 | 0 | 0 |
| Bank of Baroda | Term Loan 3 | 88.12 Lacs | Base Rate 9.60% + Applicable Spread 2.25% + TP 0.15% i.e. Effective Interest Rate 12% (TL2)<br><br>5 Year MCRL 9.60% + SP (0.25%) + Spread (2.25%) i.e. Effective Interest Rate 12.10% (TL3) | | Repayable in 63 monthly instalments commencing after 4 months (i.e. January 2017) | 4 Months | 7055019 | 0 | 0 | 0 | 0 |

* Please see Note 1 for the details of Personal Guarantee

**Note 1:-**

| **Third Party Personal Guarantee of :** |
|---|
| 1. Mr. Rameshbhai Devrajbhai Khichadia |
| 2. Mr. Gopalbhai Devrajbhai Khichadia |
| 3. Mr. Anilbhai Vasantbhai Bhalu |
| 4. Mr. Shaileshbhai Karshanbhai Bhut |

| B. Business Loans / Vehicle Loans From Banks & Financial Institutions | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Name of Lender** | **Purpose** | **Sanction Amount** | **Rate of interest** | **Securities offered** | **Re-payment** | **Moratorium** | **As At** | | | | |
| | | | | | | | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| ICICI Bank Ltd. | Vehicle Loan | 6.50 Lacs | 10.00 % | Hypothecation of Vehicle Financed | 36 Monthly Installments | NA | - | 81,496 | 310,365 | 517,540 | - |
| HDFC Bank Ltd. | Vehicle Loan | 20.80 Lacs | 9.50 % | Hypothecation of Vehicle Financed | 60 Monthly Installments | NA | 1,827,149 | - | - | - | - |

**ANNEXURE-CE2**

**STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

Details Of Unsecured Loans outstanding as at the end of the respective periods from Directors / Promoters / Promoter Director / Promoter Group / Associates / Relatives Of Directors / Group CompaniesUnsecured Loans from Directors/Promoters/Promoter Director/Promoter Group/Associates/Relatives Of Directors/Group Companies are generally at Nil interest rate, which can be reviewed as per mutually agreed terms from time to time. Long Term in nature. Generally not repayable on demand. Repayable as per mutually agreed terms from time to time.

Details of Unsecured Loans from Promoters / Promoter Directors

| **1 Name : Rameshbhai D. Khichadia** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest - Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 525,000 | 525,000 | 525,000 | 525,000 | - |
| Amount Received | 2,000,000 | | | | 625,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 2,525,000 | | | | 100,000 |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 525,000 | 525,000 | 525,000 | 525,000 |

| **2 Name : Gopalbhai D. Khichadia** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest - Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 400,000 | 400,000 | 400,000 | 400,000 | 150,000 |
| Amount Received | | | | | 250,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 400,000 | | | | |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 400,000 | 400,000 | 400,000 | 400,000 |

| 3 Name : Anilbhai Vasantbhai Bhalu | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest - Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 225,000 | 225,000 | 75,000 | 20,000 | 20,000 |
| Amount Received | 1,925,000 | | 150,000 | 400,000 | 100,000 |
| Interest | - | - | - | - | - |
| Amount repaid | | | | 345,000 | 100,000 |
| TDS | - | - | - | - | - |
| Outstanding Amount | 2,150,000 | 225,000 | 225,000 | 75,000 | 20,000 |

| 4 Name : Shaileshbhai Karshanbhai Bhut | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest - Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 845,000 | 845,000 | 645,000 | 400,000 | 150,000 |
| Amount Received | 1,750,000 | | 200,000 | 800,000 | 250,000 |
| Interest | - | - | - | - | - |
| Amount repaid | | | | 555,000 | |
| TDS | - | - | - | - | - |
| Outstanding Amount | 2,595,000 | 845,000 | 845,000 | 645,000 | 400,000 |

| 5 Name : Smit V. Bhalu | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 210,000 | 210,000 | 60,000 | 60,000 | 60,000 |
| Amount Received | 925,000 | - | 150,000 | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 862,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 273,000 | 210,000 | 210,000 | 60,000 | 60,000 |

| 6 Name : Komalben S. Bhut | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 610,000 | 610,000 | 610,000 | 610,000 | 235,000 |
| Amount Received | - | - | - | - | 375,000 |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 610,000 | 610,000 | 610,000 | 610,000 | 610,000 |

| 7 Name : Dharmeshbhai J. Pansuriya | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 1,750,000 | 1,750,000 | 1,750,000 | 1,000,000 | - |
| Amount Received | 785,000 | - | - | 750,000 | 1,000,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 785,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 1,750,000 | 1,750,000 | 1,750,000 | 1,750,000 | 1,000,000 |

**Details of Unsecured Loans from Shareholders & Relatives**

| 8 Name : Rameshbhai D. Khichadia (HUF) | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 1,075,000 | 1,075,000 | 1,075,000 | 250,000 | - |
| Amount Received | - | - | - | 825,000 | 250,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 1,075,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 1,075,000 | 1,075,000 | 1,075,000 | 250,000 |

| 9 Name : Sangeetaben R. Khichadia | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 1,300,000 | 1,300,000 | 1,300,000 | 1,300,000 | 1,300,000 |
| Amount Received | - | - | - | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 1,300,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 1,300,000 | 1,300,000 | 1,300,000 | 1,300,000 |

| 10 Name : Dipakbhai D. Bhut | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 215,000 | 215,000 | 165,000 | 165,000 | 165,000 |
| Amount Received | 832,040 | - | 50,000 | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 832,040 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 215,000 | 215,000 | 215,000 | 165,000 | 165,000 |

| 11 Name : Nitaben A. Bhalu | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 530,000 | 530,000 | 530,000 | 530,000 | 155,000 |
| Amount Received | 850,000 | - | - | - | 375,000 |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 1,380,000 | 530,000 | 530,000 | 530,000 | 530,000 |

| 12 Name : Rashmitaben S. Bhalu | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 470,000 | 470,000 | 470,000 | 470,000 | 95,000 |
| Amount Received | - | - | - | - | 375,000 |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 470,000 | 470,000 | 470,000 | 470,000 | 470,000 |

| 13 Name : Vaghajibhai Govabhai Bhalu | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 1,255,000 | 1,255,000 | 1,305,000 | 630,000 | 630,000 |
| Amount Received | 650,000 | - | - | 675,000 | - |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | 50,000 | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 1,905,000 | 1,255,000 | 1,255,000 | 1,305,000 | 630,000 |

| 14 Name : Durlabhbhai P. Bhut | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 540,000 | 540,000 | 540,000 | 165,000 | 165,000 |
| Amount Received | - | - | - | 375,000 | - |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 540,000 | 540,000 | 540,000 | 540,000 | 165,000 |

| 15 Name : Pushpaben D. Bhut | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 610,000 | 610,000 | 610,000 | 610,000 | 235,000 |
| Amount Received | - | - | - | - | 375,000 |
| Interest | - | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| Amount repaid | 610,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 610,000 | 610,000 | 610,000 | 610,000 |

| **16 Name : Sanjaybhai D. Bhut** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 215,000 | 215,000 | 165,000 | 165,000 | 165,000 |
| Amount Received | 832,040 | - | 50,000 | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 832,040 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 215,000 | 215,000 | 215,000 | 165,000 | 165,000 |

| **17 Name : Sonalben S. Bhut** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 125,000 | 125,000 | 125,000 | 125,000 | 125,000 |
| Amount Received | - | - | - | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | 125,000 | 125,000 | 125,000 | 125,000 | 125,000 |

| **18 Name : Bharatbhai M. Dadhania** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 537,500 | 537,500 | 537,500 | 287,500 | 87,500 |
| Amount Received | - | - | - | 250,000 | 200,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 537,500 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 537,500 | 537,500 | 537,500 | 287,500 |

| **19 Name : Dharmeshbhai B. Dadhaniya** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 575,000 | 575,000 | 575,000 | 475,000 | 275,000 |
| Amount Received | - | - | - | 100,000 | 200,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 575,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 575,000 | 575,000 | 575,000 | 475,000 |

| 20 Name : Falguniben K. Mori | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 425,000 | 425,000 | 425,000 | 250,000 | - |
| Amount Received | - | - | - | 175,000 | 250,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 425,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 425,000 | 425,000 | 425,000 | 250,000 |

| 21 Name : Kaushikbhai V. Mori | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 575,000 | 575,000 | 575,000 | 575,000 | 575,000 |
| Amount Received | - | - | - | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 575,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 575,000 | 575,000 | 575,000 | 575,000 |

| 22 Name : Maheshbhai R. Bakraniya | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | - | - | 550,000 | 250,000 | - |
| Amount Received | - | - | - | 400,000 | 250,000 |
| Interest | - | - | - | - | - |
| Amount repaid | - | - | 550,000 | 100,000 | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | - | - | 550,000 | 250,000 |

| 23 Name : Pankajbhai V. Mori | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 200,000 | 200,000 | 200,000 | 200,000 | 200,000 |
| Amount Received | - | - | - | - | - |
| Interest | - | - | - | - | - |
| Amount repaid | 200,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 200,000 | 200,000 | 200,000 | 200,000 |

| 24 Name : Ranjanben B. Dadhania | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 287,500 | 287,500 | 287,500 | 287,500 | 187,500 |
| Amount Received | - | - | - | - | 100,000 |
| Interest | - | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| Amount repaid | 287,500 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 287,500 | 287,500 | 287,500 | 287,500 |

| **25 Name : Kantibhai M Gediya (HUF)** | | | | | |
|---|---|---|---|---|---|
| **Rate of Interest- Nil** | | | | | |
| **Particulars** | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| Opening Balance | 500,000 | 500,000 | 500,000 | 500,000 | - |
| Amount Received | - | - | - | - | 500,000 |
| Interest | - | - | - | - | - |
| Amount repaid | 500,000 | - | - | - | - |
| TDS | - | - | - | - | - |
| Outstanding Amount | - | 500,000 | 500,000 | 500,000 | 500,000 |

| | | | | | |
|---|---|---|---|---|---|
| **Closing** | **12,228,000** | **14,000,000** | **14,000,000** | **14,000,000** | **10,250,000** |

## ANNEXURE-D
## STATEMENT OF LONG-TERM PROVISIONS

*(Amt. in Rs)*

| **PARTICULARS** | **As At** | | | | |
|---|---|---|---|---|---|
| | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| Provision for Gratuity (unfunded) | 598,595 | 424,466 | 215,810 | 96,189 | 50,838 |
| | | | | | |
| **TOTAL** | **598,595** | **424,466** | **215,810** | **96,189** | **50,838** |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE-E
## STATEMENT OF SHORT TERM BORROWINGS

*(Amt. in Rs)*

| **PARTICULARS** | **As At** | | | | |
|---|---|---|---|---|---|
| | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| **Short Term Borrowings** | | | | | |
| From Banks- Cash Credit | 10,580,821 | 13,995,990 | 15,919,681 | 12,479,119 | 8,535,484 |
| **TOTAL** | **10,580,821** | **13,995,990** | **15,919,681** | **12,479,119** | **8,535,484** |
| | | | | | |
| Interest accrued but not due, included under Other current liabilities(short-term borrowings) | 180,251 | 141,418 | 153,497 | 138,624 | 105,803 |
| | | | | | |
| **TOTAL SHORT-TERM** | **10,761,072** | **14,137,408** | **16,073,178** | **12,617,743** | **8,641,287** |
| | | | | | |
| **The above amount includes:** | | | | | |
| Secured Borrowings | 10,761,072 | 14,137,408 | 16,073,178 | 12,617,743 | 8,641,287 |
| Unsecured Borrowings | - | - | - | - | - |
| **TOTAL** | **10,761,072** | **14,137,408** | **16,073,178** | **12,617,743** | **8,641,287** |

| Notes: |
|---|
| **1.** The terms and conditions and other information in respect of Secured Loans are given in Annexure-CE1 |
| **2.** The terms and conditions and other information in respect of Unsecured Loans are given in Annexure-CE2 |
| **3.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **4.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-F
## STATEMENT OF TRADE PAYABLES

*(Amt in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Trade Payables** | | | | | |
| For Goods | 33,623,208 | 25,534,247 | 27,974,545 | 24,599,851 | 21,521,492 |
| For Expenses | 9,430,550 | 2,070,161 | 1,207,843 | 1,290,820 | 1,619,048 |
| **TOTAL** | **43,053,758** | **27,604,408** | **29,182,388** | **25,890,671** | **23,140,540** |

**Notes:**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |
| **3.** In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the same has not been disclosed as required by Schedule III / Schedule VI to the Companies Act |

## ANNEXURE-G
## STATEMENT OF OTHER CURRENT LIABILITIES

*(Amt in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Current maturities of long-term borrowings** | | | | | |
| From Banks & Financial Institutions | 2,937,972 | 4,094,489 | 4,797,955 | 3,343,963 | 3,136,788 |
| Duties & Taxes / Statutory Liabilities | 371,404 | 400,780 | 292,183 | 52,081 | 34,310 |
| Interest accrued but not due (Short Term Borrowings) | 180,251 | 141,418 | 153,497 | 138,624 | 105,803 |
| Interest accrued but not due (Long Term Borrowings) | 14,466 | 679 | 2,586 | 4,312 | - |
| Advance from customers | 390,877 | - | 25,000 | - | - |
| **TOTAL** | **3,894,970** | **4,637,366** | **5,271,221** | **3,538,980** | **3,276,901** |

**Notes:**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-H
## STATEMENT OF SHORT-TERM PROVISIONS

*(Amt in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Provisions :** | | | | | |
| For Income Tax | 7,125,713 | 1,451,084 | 793,005 | 379,179 | - |
| Provision for Employee Benefits (Salary & Bonus Payable, PF Contribution & Earn Leave P'ble) | 693,075 | 557,135 | 371,285 | 251,140 | 61,434 |
| Provision for Expenses | 628,668 | 470,242 | 363,675 | 291,229 | 189,127 |
| Excise Provision on finished goods | 580,038 | 392,593 | 353,267 | 244,810 | 31,075 |
| | | | | | |
| **TOTAL** | **9,027,494** | **2,871,054** | **1,881,232** | **1,166,358** | **281,636** |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE-I
## STATEMENT OF FIXED ASSETS

*(Amt. in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Tangible Assets** | | | | | |
| | | | | | |
| **Factory Land** | 3,412,613 | 3,412,613 | 3,412,613 | 3,412,613 | 3,412,613 |
| **Open Plot** | 900,280 | 900,280 | - | - | - |
| | | | | | |
| **Factory Building** | 6,837,380 | 7,552,514 | 8,342,445 | 9,107,815 | 10,079,312 |
| | | | | | |
| **Plant & Machineries** | | | | | |
| Machineries | 7,548,781 | 8,586,763 | 9,040,901 | 8,174,069 | 8,292,628 |
| Air Conditioners | 627,199 | 349,664 | 390,533 | 134,580 | - |
| Water Cooler | 7,177 | 13,066 | - | - | - |
| Refrigeration | 29,469 | - | - | - | - |
| Laboratory Equipments | 476,430 | 464,620 | 510,630 | 362,503 | 442,617 |
| Electrifications | 1,079,865 | 1,157,078 | 1,554,983 | 1,909,020 | 2,129,474 |
| | | | | | |
| **Vehicles** | | | | | |
| Two Wheeler - Access | 11,662 | 15,751 | 21,274 | 28,734 | 38,772 |
| Two Wheeler - Honda Activa | 20,888 | 28,878 | 39,924 | 55,211 | - |
| Four Wheeler - Volswagen | - | - | 427,218 | 637,902 | - |
| Four Wheeler - Polo | 191,617 | 286,116 | - | - | - |
| Four Wheeler - Innova Crysta | 1,613,268 | - | - | - | - |
| | - | - | - | - | - |
| **Office Equipments and Furniture & Fixtures** | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Furniture & Fixtures | 503,515 | 702,637 | 935,768 | 1,310,698 | 1,304,145 |
| CCTV Cameras | 140,453 | 255,703 | - | - | 0 |
| Mobiles | 13,130 | 10,635 | 16,618 | 27,804 | 29,878 |
| | | | | | |
| **Computers & Softwares** | | | | | |
| Computers | 117,231 | 138,830 | 189,754 | 191,322 | 99,097 |
| Softwares | 223,302 | 606,136 | | | |
| | | | | | |
| **Total Tangible Assets** | **23,754,260** | **24,481,284** | **24,882,662** | **25,352,271** | **25,828,536** |
| **Capital Work-in-Progress** | | | | | |
| Factory Building | 5,774,966 | 1,645,367 | | | |
| Electrifications | 249,182 | - | - | | |
| Plant & Machineries | 10,799,418 | - | | - | - |
| Furniture & Fixtures | 92,287 | - | - | | - |
| **Total Capital Work-in-Progress** | **16,915,853** | **1,645,367** | **-** | **-** | **-** |
| **Transferred to Retained Earnings** | **-** | **-** | **-** | **-** | **-** |
| **Grand Total** | **40,670,113** | **26,126,651** | **24,882,662** | **25,352,271** | **25,828,536** |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE- J
## STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

*(Amt. in Rs.)*

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Opening Balance (A)** | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| Opening Balance of Deferred Tax (Asset) / Liability | (366,845) | (444,320) | (225,545) | (1,119,216) | - |
| **Closing Balances (B)** | | | | | |
| (DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act. | (495,628) | (203,519) | (361,069) | 28,465 | 16,972 |
| (DTA) / DTL on account of Carry Forward Losses | - | - | - | (213,445) | (1,114,757) |
| (DTA) / DTL on account of gratuity provision | (197,913) | (131,160) | (66,685) | (29,722) | (15,709) |
| (DTA) / DTL on account of non-payment of expenses and disallowed u/s. 43B | (69,869) | (32,167) | (16,565) | (10,843) | (5,723) |
| | | | | | |
| **Closing Balance of Deferred Tax (Asset) / Liability (B)** | **(763,410)** | **(366,845)** | **(444,320)** | **(225,545)** | **(1,119,216)** |
| **Current Year Provision (B-A)** | **(396,564)** | **77,475** | **(218,775)** | **893,671** | **(1,119,216)** |

**Notes:**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-K
## STATEMENT OF LONG-TERM LOANS AND ADVANCES

*(Amt. in Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Unsecured, Considered Good unless otherwise stated** | | | | | |
| Security Deposit | 2,571,402 | 1,440,601 | 1,299,099 | 1,641,256 | 1,546,106 |
| **TOTAL** | **2,571,402** | **1,440,601** | **1,299,099** | **1,641,256** | **1,546,106** |
| **Of Above, Advances Recoverable From** | | | | | |
| **Related Parties** | | | | | |
| Directors & Relatives | - | - | - | - | - |
| Entities significantly influenced by Directors & their relatives | - | - | - | - | - |

**Notes:**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |
| **3.** None of the long term loans and advances as stated above are recoverable from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/ Group company. |

## ANNEXURE-L
## STATEMENT OF INVENTORIES

*(Amt in Rs)*

| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
|---|---|---|---|---|---|
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Closing Inventories of** | | | | | |
| Raw Materials (Including Packing Materials) | 13,583,739 | 8,486,094 | 11,854,147 | 14,110,397 | 14,993,077 |
| Semi-Finished Goods | 12,487,292 | 4,205,003 | 2,355,055 | 53,062 | 316,444 |
| Finished Goods | 3,956,240 | 3,062,720 | 2,652,676 | 1,051,673 | 151,168 |
| Waste & Scrap | 273,396 | 31,227 | 203,184 | 898,091 | 105,777 |
| **TOTAL** | **30,300,667** | **15,785,044** | **17,065,062** | **16,113,223** | **15,566,466** |

**Notes:**

| |
|---|
| **1.** As taken, valued and certified by the management of the company. |
| **2.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. |
| **3.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-M
## STATEMENT OF TRADE RECEIVABLES

*(Amt. In Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Outstanding for a period exceeding six months **(Unsecured and considered Good)** | | | | | |
| From Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Group Company | - | - | - | - | - |
| Others | 1,906,630 | 1,076 | 78,303 | 1,433,197 | 1,596,846 |
| | | | | | |
| Outstanding for a period not exceeding 6 months **(Unsecured and considered Good)** | | | | | |
| From Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Group Company | - | - | - | - | - |
| Others | 62,918,024 | 44,024,909 | 48,266,767 | 29,464,413 | 16,864,390 |
| **TOTAL** | **64,824,654** | **44,025,985** | **48,345,070** | **30,897,610** | **18,461,236** |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE-N
## STATEMENT OF CASH & CASH EQUIVALENTS

*(Amt. In Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| a. Cash on Hand | 375,451 | 526,003 | 54,242 | 514,349 | 34,685 |
| | | | | | |
| b. Balances with Banks | | | | | |
| - In Current Accounts | 87,641 | 131,135 | 10,000 | 33,772 | 10,766 |
| | | | | | |
| **TOTAL** | **463,092** | **657,138** | **64,242** | **548,121** | **45,451** |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

3 The details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denominiation-wise SBNs and other notes as per the MCA notification are as under : -

| Particulars | SBNs | Other Denominations Notes | Total |
|---|---|---|---|
| Closing Cash in hand on 8th November, 2016 | 430,000 | 208,760 | 638,760 |
| Add : Withdrawal from Banks | - | 300,000 | 300,000 |
| Add : Permitted Receipts | - | - | - |
| Less : Permitted Payments | - | - | - |
| Less : Paid for non-permitted transactions | - | 290,778 | 290,778 |
| Less : Amount Deposited in Banks | 430,000 | - | 430,000 |
| Closing Cash as on 30th December, 2016 | - | 217,982 | 217,982 |

## ANNEXURE-O
## STATEMENT OF SHORT-TERM LOANS AND ADVANCES

*(Amt. In Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Unsecured, Considered Good unless otherwise stated** | | | | | |
| Prepaid Expenses | 6,938 | 753 | 7,282 | 1,036 | - |
| Advance Payment Against Taxes | 3,458,426 | 1,126,027 | 474,004 | 1,134,313 | 2,422,004 |
| Advance to Suppliers | 1,978,761 | - | 71,180 | 64,153 | 136,144 |
| **TOTAL** | **5,444,125** | **1,126,780** | **552,466** | **1,199,502** | **2,558,148** |
| | | | | | |
| **Of Above, Advances Recoverable From** | | | | | |
| **Related Parties** | | | | | |
| Directors & Relatives | - | - | - | - | - |
| Entities significantly influenced by Directors & their relatives | - | - | - | - | - |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE-P
## STATEMENT OF OTHER CURRENT ASSETS

*(Amt. In Rs.)*

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Interest Receivable on PGVCL Deposit | 179,244 | 195,700 | 196,277 | 95,629 | 106,880 |
| Rent Receivable | 55,000 | - | - | - | - |
| Preliminery Expenses (to the extent not W/o.) | - | 5,324 | 10,648 | 15,972 | 21,296 |
| **TOTAL** | **234,244** | **201,024** | **206,925** | **111,601** | **128,176** |
| **Of Above, Advances Recoverable From** | | | | | |
| **Related Parties** | | | | | |
| Directors & Relatives | - | - | - | - | - |
| Companies / Entities owned / significantly influenced by directors, shareholders & relatives (Rent Receivable) | 55,000 | - | - | - | - |

**Notes:**

**1.** The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

## ANNEXURE-Q
## STATEMENT OF REVENUE FROM OPERATIONS

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Sale of Manufactured & Processed Goods | 166,095,124 | 108,893,073 | 108,495,918 | 78,561,424 | 37,400,593 |
| **Net Sale of Manufactured & Processed Goods** | **166,095,124** | **108,893,073** | **108,495,918** | **78,561,424** | **37,400,593** |
| | | | | | |
| Jobwork Income | - | - | - | 5,385,127 | 4,930,818 |
| Packing & Forwarding Charges | 546,203 | 362,694 | 127,616 | 70,078 | 2,141 |
| **Net Other Operating Income** | **546,203** | **362,694** | **127,616** | **5,455,205** | **4,932,959** |
| | | | | | |
| **Total** | **166,641,327** | **109,255,767** | **108,623,534** | **84,016,629** | **42,333,552** |

## STATEMENT OF OTHER INCOME

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Recurring Income:** | | | | | |
| Interest Income | 92,906 | 111,190 | 123,189 | 228,707 | 135,486 |
| Foreign Exchange Rate Fluctuation | (44,740) | 76,070 | (121,841) | (26,583) | (9,431) |
| Excise Duty Rebate Claim | 14,008 | 23,072 | 42,098 | 3,801 | - |
| Rent Income | 55,000 | - | - | - | - |
| **Total** | **117,174** | **210,332** | **43,446** | **205,925** | **126,055** |

**Notes**

**1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company.

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

## ANNEXURE-R
## STATEMENT OF COST OF RAW MATERIALS & COMPONENTS CONSUMED

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Opening Stock | 8,486,094 | 11,854,147 | 14,110,397 | 14,993,077 | 298,983 |
| Add : Purchases (Net) | 109,444,240 | 73,839,015 | 79,328,563 | 60,794,091 | 45,208,510 |
| Less : Closing Stock | 13,583,739 | 8,486,094 | 11,854,147 | 14,110,397 | 14,993,077 |
| **Raw Materials & Components Consumed** | **104,346,595** | **77,207,068** | **81,584,813** | **61,676,771** | **30,514,416** |

**Notes**

**1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company.

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

## ANNEXURE-S
## STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **a. Stock-In-Trade (at close)** | | | | | |
| Finished Goods | 3,956,240 | 3,062,720 | 2,652,676 | 1,051,673 | 151,168 |
| Work-In-Progress | 12,487,292 | 4,205,003 | 2,355,055 | 53,062 | 316,444 |
| Stock-In-Trade | - | - | - | - | - |
| Waste & Scrap | 273,396 | 31,227 | 203,184 | 898,091 | 105,777 |
| **Total (a)** | **16,716,928** | **7,298,950** | **5,210,915** | **2,002,826** | **573,389** |
| | | | | | |
| **b. Stock-In-Trade (at commencement)** | | | | | |
| Finished Goods | 3,062,720 | 2,652,676 | 1,051,673 | 151,168 | - |
| Reversal of Excise Duty Provision on Opening Stock | (392,593) | (353,267) | (244,810) | (31,075) | - |
| Work-In-Progress | 4,205,003 | 2,355,055 | 53,062 | 316,444 | - |
| Stock-In-Trade | - | - | - | - | - |
| Waste & Scrap | 31,227 | 203,184 | 898,091 | 105,777 | - |
| **Total (b)** | **6,906,357** | **4,857,648** | **1,758,016** | **542,314** | **-** |
| | | | | | |
| **Total (b-a)** | **(9,810,571)** | **(2,441,302)** | **(3,452,899)** | **(1,460,512)** | **(573,389)** |

**Notes**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-T
## STATEMENT OF EMPLOYEE BENEFIT EXPENSES

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Salary, Wages and Bonus (including directors' remuneration) | 7,158,105 | 5,135,826 | 3,800,644 | 2,933,569 | 2,191,270 |
| Contribution to Provident Fund, Gratuity Fund Provision & Other Contribution | 846,888 | 606,782 | 484,173 | 239,573 | 172,762 |
| Staff Welfare Expenses | 346,488 | 422,066 | 383,683 | 29,250 | 74,996 |
| **Total** | **8,351,481** | **6,164,674** | **4,668,500** | **3,202,392** | **2,439,028** |

**Notes**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-U
## STATEMENT OF OTHER EXPENSES

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **a. Manufacturing & Operating Cost** | | | | | |
| Jobwork Expenses | 18,128,682 | 4,060,129 | 4,584,375 | 2,529,264 | 632,341 |
| Consumption of Electric, Power and Fuel | 11,941,680 | 10,447,653 | 8,722,255 | 7,323,051 | 6,104,597 |
| Machinery Repairs & Maintenance | 986,812 | 992,065 | 727,955 | 352,920 | 277,615 |
| Other Manufacturing & Operating Expenses | 1,020,139 | 677,497 | 686,362 | 555,768 | 156,350 |
| **Total (a)** | **32,077,313** | **16,177,344** | **14,720,947** | **10,761,003** | **7,170,903** |
| | | | | | |
| **b. Sales & Distribution Expenses** | | | | | |
| Sales Promotion Expenses | 1,170,020 | 263,017 | 448,092 | 133,890 | - |
| Transportation & Loading Expenses | 649,225 | 378,670 | 348,384 | 109,330 | 74,458 |
| **Total (b)** | **1,819,245** | **641,687** | **796,476** | **243,220** | **74,458** |
| | | | | | |
| **c. General & Administration Expenses** | | | | | |
| Rent | - | 9,455 | - | - | - |
| Rates & Taxes | 113,790 | 58,801 | 10,888 | 5,318 | - |
| Conveyance, Tour and Travelling Expenses | 117,124 | 60,292 | 137,294 | 78,034 | 380 |
| Legal & Professional Expenses | 1,229,975 | 171,135 | 414,076 | 150,028 | 238,103 |
| Insurance | 45,217 | 62,480 | 46,756 | 27,782 | 20,656 |
| Bad Debts Written Off | - | - | 1,372,234 | - | - |
| General Administration Expenses | 1,848,259 | 1,213,545 | 939,558 | 682,224 | 484,016 |
| **Total (c)** | **3,354,365** | **1,575,708** | **2,920,806** | **943,386** | **743,155** |
| | | | | | |
| **Total (a+b+c)** | **37,250,923** | **18,394,739** | **18,438,229** | **11,947,609** | **7,988,516** |

**Notes**

**1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company.

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

## ANNEXURE-V
## STATEMENT OF FINANCE COSTS

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Interest on Term Loans & Working Capital Facilities | 2,307,286 | 2,205,473 | 1,334,498 | 2,838,901 | 2,774,058 |
| Other Interest | 7,483 | 3,664 | 1,086 | 1,676 | 1,272 |
| Other Financial Charges | 242,102 | 82,948 | 111,257 | 97,903 | 59,359 |
| **Total** | **2,556,871** | **2,292,085** | **1,446,841** | **2,938,480** | **2,834,689** |

**Notes**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## ANNEXURE-W
## 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 | Rameshbhai D. Khichadia | - | Promoter / Director / Key Management Personnel |
| 2 | Gopalbhai D. Khichadia | - | Promoter / Director / Key Management Personnel |
| 3 | Anilbhai Vasantbhai Bhalu | - | Promoter / Director / Key Management Personnel |
| 4 | Shaileshbhai Karshanbhai Bhut | - | Promoter / Director / Key Management Personnel |
| 5 | Smit V. Bhalu | - | Promoter / Key Management Personnel |
| 6 | Komalben S. Bhut | - | Promoter / Key Management Personnel |
| 7 | Dharmeshbhai J. Pansuriya | - | Promoter / Key Management Personnel |
| 8 | Rameshbhai D. Khichadia (HUF) | - | Relative |
| 9 | Sangeetaben R. Khichadia | - | Relative cum Shareholder |
| 10 | Dipakbhai D. Bhut | - | Relative cum Shareholder |
| 11 | Nitaben A. Bhalu | - | Relative cum Shareholder |
| 12 | Rashmitaben S. Bhalu | - | Relative cum Shareholder |
| 13 | Vaghjibhai G. Bhalu | - | Relative cum Shareholder |
| 14 | Durlabhbhai P. Bhut | - | Relative cum Shareholder |
| 15 | Pushpaben D. Bhut | - | Relative cum Shareholder |
| 16 | Sanjaybhai D. Bhut | - | Relative cum Shareholder |
| 17 | Sonalben S. Bhut | - | Relative cum Shareholder |
| 18 | Kantibhai M Gediya (HUF) | - | Relative |
| 19 | Captain Pipes Ltd. | - | Companies / Entities owned / significantly influenced by directors, shareholders & relatives |
| 20 | Captain Engineering Pvt. Ltd. | - | Companies / Entities owned / significantly influenced by directors, shareholders & relatives |
| 21 | Ashokbhai K. Bhut | - | Relative |

**1. Transactions with Companies / Entities owned / significantly influenced by directors, shareholders & relatives**

*(Amt in Rs)*

| Sr. No | Nature of Transactions | For The Year ended | | | | |
|---|---|---|---|---|---|---|
| | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | | Rs. | Rs. | Rs. | Rs. | Rs. |
| **A** | **Transaction During the Year** | | | | | |
| | | | | | | |
| | **Purchases of Fixed Assets (Incl. Taxes)** | | | | | |
| | Captain Engineering Pvt Ltd | 166,957 | - | - | - | - |
| | Captain Pipes Ltd. | 94,255 | - | - | - | - |
| | | | | | | |
| | **Rent Income** | | | | | |
| | Captain Engineering Pvt Ltd | 55,000 | - | - | - | - |
| | | | | | | |
| **B** | **Closing Balance Dr/(Cr)** | | | | | |
| | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | **Trade Payables** | | | | | |
| | Captain Engineering Pvt Ltd | Nil | - | - | - | - |
| | Captain Pipes Ltd. | (94,255) | - | - | - | - |
| | | | | | | |
| | **Rent Receivables** | | | | | |
| | Captain Engineering Pvt Ltd | 55,000 | | | | |
| **2. Transactions with key management personnel** | | | | | | |
| **Sr. No** | **Nature of Transactions** | **Year ended** | | | | |
| | | **31/03/17** | **31/03/16** | **31/03/15** | **31/03/14** | **31/03/13** |
| | | **Rs.** | **Rs.** | **Rs.** | **Rs.** | **Rs.** |
| **A** | **Transaction During the Year** | | | | | |
| | | | | | | |
| | **Loans and Advances received** | | | | | |
| | Rameshbhai D. Khichadia | 2,000,000 | - | - | - | 625,000 |
| | Gopalbhai D. Khichadia | - | - | - | - | 250,000 |
| | Anilbhai Vasantbhai Bhalu | 1,925,000 | - | 150,000 | 400,000 | 100,000 |
| | Shaileshbhai Karshanbhai Bhut | 1,750,000 | - | 200,000 | 800,000 | 250,000 |
| | Smit V. Bhalu | 925,000 | - | 150,000 | - | - |
| | Komalben S. Bhut | - | - | - | - | 375,000 |
| | Dharmeshbhai J. Pansuriya | 785,000 | - | - | 750,000 | 1,000,000 |
| | | | | | | |
| | **Loans and Advances repaid** | | | | | |
| | Rameshbhai D. Khichadia | 2,525,000 | - | - | - | 100,000 |
| | Gopalbhai D. Khichadia | 400,000 | - | - | - | - |
| | Anilbhai Vasantbhai Bhalu | - | - | - | 345,000 | 100,000 |
| | Shaileshbhai Karshanbhai Bhut | - | - | - | 555,000 | - |
| | Smit V. Bhalu | 862,000 | - | - | - | - |
| | Komalben S. Bhut | - | - | - | - | - |
| | Dharmeshbhai J. Pansuriya | 785,000 | - | - | - | - |
| | | | | | | |
| | **Directors' Remuneration** | | | | | |
| | Anilbhai Vasantbhai Bhalu | 1,200,000 | 960,000 | 720,000 | 480,000 | 350,000 |
| | Shaileshbhai Karshanbhai Bhut | 1,200,000 | 960,000 | 720,000 | 480,000 | 350,000 |
| | | | | | | |
| | | | | | | |
| B | **Closing Balance Dr/(Cr)** | | | | | |
| | **For Loan Liability/Advance (including interest, if any)** | | | | | |
| | Rameshbhai D. Khichadia | - | (525,000) | (525,000) | (525,000) | (525,000) |
| | Gopalbhai D. Khichadia | - | (400,000) | (400,000) | (400,000) | (400,000) |
| | Anilbhai Vasantbhai Bhalu | (2,150,000) | (225,000) | (225,000) | (75,000) | (20,000) |
| | Shaileshbhai Karshanbhai Bhut | (2,595,000) | (845,000) | (845,000) | (645,000) | (400,000) |
| | Smit V. Bhalu | (273,000) | (210,000) | (210,000) | (60,000) | (60,000) |
| | Komalben S. Bhut | (610,000) | (610,000) | (610,000) | (610,000) | (610,000) |
| | Dharmeshbhai J. Pansuriya | (1,750,000) | (1,750,000) | (1,750,000) | (1,750,000) | (1,000,000) |
| | | | | | | |
| | **Directors' Remuneration Payable** | | | | | |
| | Anilbhai Vasantbhai Bhalu | (89,800) | (36,100) | (55,900) | (40,000) | (206,697) |
| | Shaileshbhai Karshanbhai Bhut | (70,666) | (27,000) | (46,000) | (46,500) | (200,847) |
| | | | | | | |
| **3. Transaction with Relative of KMP / Shareholders** | | | | | | |
| **Sr.** | **Nature of Transactions** | **Year ended** | | | | |

| No | | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
|---|---|---|---|---|---|---|
| | | Rs. | Rs. | Rs. | Rs. | Rs. |
| A | **Transaction During the Year** | | | | | |
| | **Loans and Advances received** | | | | | |
| | Rameshbhai D. Khichadia (HUF) | - | - | - | 825,000 | 250,000 |
| | Sangeetaben R. Khichadia | - | - | - | - | - |
| | Dipakbhai D. Bhut | 832,040 | - | 50,000 | - | - |
| | Nitaben A. Bhalu | 850,000 | - | - | - | 375,000 |
| | Rashmitaben S. Bhalu | - | - | - | - | 375,000 |
| | Vaghjibhai G. Bhalu | 650,000 | - | - | 675,000 | - |
| | Durlabhbhai P. Bhut | - | - | - | 375,000 | - |
| | Pushpaben D. Bhut | - | - | - | - | 375,000 |
| | Sanjaybhai D. Bhut | 832,040 | - | 50,000 | - | - |
| | Sonalben S. Bhut | - | - | - | - | - |
| | Kantibhai M Gediya (HUF) | - | - | - | - | 500,000 |
| | | | | | | |
| | **Loans and Advances repaid** | | | | | |
| | Rameshbhai D. Khichadia (HUF) | 1,075,000 | - | - | - | - |
| | Sangeetaben R. Khichadia | 1,300,000 | - | - | - | - |
| | Dipakbhai D. Bhut | 832,040 | - | - | - | - |
| | Nitaben A. Bhalu | - | - | - | - | - |
| | Rashmitaben S. Bhalu | - | - | - | - | - |
| | Vaghjibhai G. Bhalu | - | - | 50,000 | - | - |
| | Durlabhbhai P. Bhut | - | - | - | - | - |
| | Pushpaben D. Bhut | 610,000 | - | - | - | - |
| | Sanjaybhai D. Bhut | 832,040 | - | - | - | - |
| | Sonalben S. Bhut | - | - | - | - | - |
| | Kantibhai M Gediya (HUF) | 500,000 | - | - | - | - |
| | | | | | | |
| | **Salary** | | | | | |
| | Ashokbhai K. Bhut | 60,921 | 5,947 | - | - | - |
| | | | | | | |
| | **Jobwork Expenses** | | | | | |
| | Ashokbhai K. Bhut | 1,258,934 | 431,663 | 966,970 | - | - |
| | | | | | | |
| B | **Closing Balance Dr/(Cr)** | | | | | |
| | **For Loan Liability/Advance (including interest, if any)** | | | | | |
| | Rameshbhai D. Khichadia (HUF) | - | (1,075,000) | (1,075,000) | (1,075,000) | (250,000) |
| | Sangeetaben R. Khichadia | - | (1,300,000) | (1,300,000) | (1,300,000) | (1,300,000) |
| | Dipakbhai D. Bhut | (215,000) | (215,000) | (215,000) | (165,000) | (165,000) |
| | Nitaben A. Bhalu | (1,380,000) | (530,000) | (530,000) | (530,000) | (530,000) |
| | Rashmitaben S. Bhalu | (470,000) | (470,000) | (470,000) | (470,000) | (470,000) |
| | Vaghjibhai G. Bhalu | (1,905,000) | (1,255,000) | (1,255,000) | (1,305,000) | (630,000) |
| | Durlabhbhai P. Bhut | (540,000) | (540,000) | (540,000) | (540,000) | (165,000) |
| | Pushpaben D. Bhut | - | (610,000) | (610,000) | (610,000) | (610,000) |
| | Sanjaybhai D. Bhut | (215,000) | (215,000) | (215,000) | (165,000) | (165,000) |
| | Sonalben S. Bhut | (125,000) | (125,000) | (125,000) | (125,000) | (125,000) |
| | Kantibhai M Gediya (HUF) | - | (500,000) | (500,000) | (500,000) | (500,000) |
| | | | | | | |
| | **Salary** | | | | | |
| | Ashokbhai K. Bhut | (8,186) | Nil | | | |
| | **Jobwork Expenses** | | | | | |
| | Ashokbhai K. Bhut | (432,904) | Nil | (177,347) | | |

**Notes**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively

## ANNEXURE-X
## CAPITALISATION STATEMENT

*(Amt in Rs.)*

| Particulars | Pre-Issue | Post-Issue * |
|---|---|---|
| | As on Date | |
| | Rs. | |
| Debt | | |
| Short Term Debt | 63,604,605 | - |
| Long Term Debt | 24,080,508 | - |
| **Total Debt** | **87,685,113** | **-** |
| Shareholders' Fund (Equity) | | |
| Share Capital (31st March, 2017) | 41,088,240 | - |
| Add : Allotment Dated 4th May, 2017 | 1,712,010 | - |
| Share Capital after allotment | 42,800,250 | - |
| Reserves & Surplus | 15,899,759 | - |
| Less: Miscellaneous Expenses not w/off | - | - |
| **Total Shareholders' Fund (Equity)** | **58,700,009** | **-** |
| Long Term Debt/Equity | **0.41** | **0.00** |
| Total Debt/Equity | **1.49** | **0.00** |

**Notes:**
1. The company has issued 171,201 number of equity shares of Rs. 10/- each on right basis vide board resolution dated 4th May, 2017
2. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
3. 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
4. The figures disclosed above are based on re stated statement of Assets and Liabilities of the Company as at 31.03.17
* The Corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

## ANNEXURE-Y
## MANDATORY ACCOUNTING RATIOS

*(Amt in Rs.)*

| Particulars | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
|---|---|---|---|---|---|
| Net Worth as at the end of the period/year (as restated) [A] | 56,987,999 | 23,221,120 | 20,608,428 | 11,799,425 | 9,763,494 |
| Net profit available for appropriation (as restated) [B] | 13,217,435 | 2,607,368 | 959,559 | 1,830,607 | (2,715,210) |
| No. of equity shares outstanding at the end of the year [C] | 4,108,824 | 2,054,412 | 2,054,412 | 1,270,000 | 1,250,000 |
| Face Value per equity Share(Rs.) | 10 | 10 | 10 | 10 | 10 |
| Adjusted Weighted average numbers of equity shares for calculating Basic and diluted EPS as at the end of the year [D] | 2,253,662 | 2,177,677 | 1,446,433 | 1,332,899 | 1,126,068 |
| Current Assets [E] | 101,266,782 | 61,795,971 | 66,233,765 | 48,870,057 | 36,759,477 |

| | | | | | |
|---|---|---|---|---|---|
| Current Liabilities [F] | 66,557,043 | 49,108,818 | 52,254,522 | 43,075,128 | 35,234,560 |
| | | | | | |
| (i) Earnings/ (losses) Per Share (in Rs.) | | | | | |
| - Restated Basic and Diluted Earnings/ (losses) Per Share [B/D] | 5.86 | 1.20 | 0.66 | 1.37 | -2.41 |
| (ii) Return on Net Worth (in %) [B/A] | 23.19% | 11.23% | 4.66% | 15.51% | -27.81% |
| (iii) Net Assets Value per Share (in Rs.) [A/C] | 13.87 | 11.30 | 10.03 | 9.29 | 7.81 |
| (iv) Adjusted Net asset value per share based on Weighted average number of share [A/D] | 25.29 | 10.66 | 14.25 | 8.85 | 8.67 |
| (v) Current Ratio [E/F] | 1.52 | 1.26 | 1.27 | 1.13 | 1.04 |

Notes:

1.The above ratios are calculated as under:

a) Basic and Diluted Earning 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 = $\frac{\text{Net Worth as at the end of the period/year}}{\text{Number of equity shares outstanding at the end of the Year}}$

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3. 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;

4. Earnings Per Share (EPS) calculation are in accordance with the Accounting Standard 20 "Earnings Per Share" prescribed under the Companies (Accounting Standards) Rules, 2006.

5. The figures disclosed above are based on the restated financial information of the Company.

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

## ANNEXURE - Z
## STATEMENT OF TAX SHELTER

*(Amt in Rs)*

| Particulars | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
|---|---|---|---|---|---|
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| **Tax Computation as per normal tax provisions** | | | | | |
| | | | | | |
| **Restated Profit before tax** | 19,947,498 | 4,083,408 | 1,565,277 | 2,731,987 | (3,834,426) |
| | | | | | |
| MAT rate including surcharge | 20.39% | 19.06% | 19.06% | 19.06% | 19.06% |
| Normal Tax rate including surcharge | 33.06% | 30.90% | 30.90% | 30.90% | 30.90% |
| | | | | | |
| Normal Tax on above | 6,595,241 | 1,261,773 | 483,670 | 844,184 | (1,184,838) |
| | | | | | |
| **Adjustments:** | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| ***Add : Disallowables / Exempt Incomes*** | | | | | |
| Interest on TDS / TDS Expenses | 6,532 | 1,321 | 2,069 | 1,584 | 493 |
| Depreciation as per Companies Act | 4,115,704 | 3,765,427 | 4,416,219 | 3,185,827 | 3,090,773 |
| Gratuity Provided for (Current Year) | 174,129 | 208,656 | 119,621 | 45,351 | 50,838 |
| PF Penalty | - | 1,143 | - | - | - |
| Expenses on which TDS not deducted | - | - | - | - | - |
| Late Payment of PF | 96,250 | - | 122,022 | 133,568 | 58,938 |
| Leave Pay Provision (as per restated) | - | - | - | - | 61,434 |
| Non Payment of Professional Tax | | 3,120 | - | 16,570 | 18,520 |
| ROC Fees for increase in authorized share capital | 500,000 | - | 187,500 | 25,000 | 101,500 |
| Loss / (Gain) on sale of assets (as restated) | - | - | - | - | - |
| Loss / (Gain) on sale of Investments | - | - | - | - | - |
| | | | | | |
| ***Less : Allowables*** | | | | | |
| Depreciation as per Income Tax Act | (3,288,189) | (3,334,901) | (3,155,590) | (3,223,019) | (3,155,698) |
| Professional Tax paid of Earlier Years | - | (32,110) | - | - | - |
| Gratuity | - | - | - | - | - |
| *Other Adjustments:* | | | | | |
| Brought Forward Losses adjusted | - | - | - | (451,930) | - |
| Unabsorbed Depreciation adjusted | - | - | (690,760) | (2,464,938) | - |
| | | | | | |
| **Total Adjustments** | **1,604,426** | **612,656** | **1,001,082** | **(2,731,987)** | **226,798** |
| | | | | | |
| Tax expense/(saving) thereon | 530,471 | 189,311 | 309,334 | (844,184) | 70,081 |
| | | | | | |
| **Tax Payable as per Normal Provisions (A)** | **7,125,713** | **1,451,084** | **793,005** | **-** | **-** |
| | | | | | |
| **Tax Computation as per MAT provisions** | | | | | |
| | | | | | |
| **Restated Book Profit before tax** | 19,947,498 | 4,083,408 | 1,565,277 | 2,731,987 | (3,834,426) |
| | | | | | |
| MAT Tax on Above | 4,067,065 | 778,093 | 298,263 | 520,580 | - |
| | | | | | |
| ***Add :*** | | | | | |
| Interest on TDS / TDS Expenses | 6,532 | 1,321 | 2,069 | 1,584 | 493 |
| | | | | | |
| ***Less :*** | | | | | |
| B/f. Loss or Unabsorbed Depreciation w.e.i. less (as per books) | - | - | - | (743,653) | - |
| | | | | | |
| **Total Adjustments** | **6,532** | **1,321** | **2,069** | **(742,069)** | **493** |
| | | | | | |
| Tax expense/(saving) thereon | 1,332 | 252 | 394 | (141,401) | - |
| | | | | | |
| **Tax Payable as per MAT Provisions (B)** | **4,068,397** | **778,345** | **298,658** | **379,179** | **-** |
| | | | | | |
| **Gross Tax Payable (w.e.i. higher)** | **7,125,713** | **1,451,084** | **793,005** | **379,179** | **-** |
| | | | | | |
| Carry Forward Unabsorbed Depreciation as per IT | - | - | - | 690,760 | 3,155,698 |
| Carry Forward Business Loss as per IT | - | - | - | - | 451,930 |
| **Tax Liability (as per books)** | **7,382,000** | **1,380,000** | **400,000** | **410,500** | **-** |

## ANNEXURE-AA
## STATEMENT OF DIVIDEND DECLARED

*(Amt in Rs.)*

| Particulars | For The Year Ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| **Class of Shares** | | | | | |
| Equity Share of Rs. 10 each | 10 | 10 | 10 | 10 | 10 |
| | | | | | |
| **Rate of Dividend (%)** | | | | | |
| Interim Dividend | Nil | Nil | Nil | Nil | Nil |
| Final Dividend | Nil | Nil | Nil | Nil | Nil |

## ANNEXURE-AB
## STATEMENT OF CONTINGENT LIABILITIES

*(Amt in Rs.)*

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/17 | 31/03/16 | 31/03/15 | 31/03/14 | 31/03/13 |
| | Rs. | Rs. | Rs. | Rs. | Rs. |
| Income Tax Matters under dispute & under adjudication | 484,270 | - | - | - | - |
| **Total** | **484,270** | **-** | **-** | **-** | **-** |

**Notes**

| |
|---|
| **1.** The figures disclosed above are based on the restated summary statement of profit & loss of the Company. |
| **2.** The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II, III and IV respectively |

## STATEMENT OF FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Captain Technocast 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 details as on **31st March, 2017** are mentioned below

### A. Secured Borrowings

*(Amt in Lacs)*

| Name of Lender | Purpose | Sanction Amount | Rate of interest | Securities offered * | Re-payment | Morat-orium | Outstanding amount |
|---|---|---|---|---|---|---|---|
| **From Banks** | | | | | | | |
| **Bank of Baroda** | Working Capital (Cash Credit - Stocks) | 300.00 | 1 Year MCLR (9.40%) + SP (0.25%) + Spread (2.25%) i.e. Effective Interest Rate 11.90% | **1.** Equitable Mortgage of factory land admeasuring about 1334 Sq Mtrs. Situatued at Plot No. 4, Survey No. 257, Nr. National Highway 8-B, Village Shapar (Veraval), Taluka Kotdasangani, District Rajkot standing in the name of the Company.<br><br>**2.** Hypothecation of stocks viz. stock of Raw Materials, WIP, Finished Goods, Book Debts and Fixed Assets of the Company including Plant & Machineries, Equipments / Spares (Existing & Future) | On Demand | NA | 107.61 |
| | Term Loan 2 | 44.66 | Base Rate 9.60% + Applicable Spread 2.25% + TP 0.15% i.e. Effective Interest Rate 12% (TL2) | | Repayable in 59 monthly installments commencing after 6 months (i.e. July 2015) | 6 Months | 29.70 |
| | Term Loan 3 | 88.12 | 5 Year MCRL 9.60% + SP (0.25%) + Spread (2.25%) i.e. Effective Interest Rate 12.10% (TL3) | | Repayable in 63 monthly installments commencing after 4 months (i.e. January 2017) | 4 Months | 70.55 |
| | **Total** | **432.78** | | | | | **207.86** |

* Please see Note 1 for the details of Personal Guarantee

**Note 1**
**Personal Guarantee of Directors**

1. Mr. Rameshbhai Devrajbhai Khichadia
2. Mr. Gopalbhai Devrajbhai Khichadia
3. Mr. Anilbhai Vasantbhai Bhalu
4. Mr. Shaileshbhai Karshanbhai Bhut

**B. Business Loans / Vehicle Loans From Banks & Financial Institutions**

*(Amt in Lacs)*

| Name of Lender | Purpose | Sanction Amount | Rate of interest | Securities offered | Re-payment | Morat-orium | Outstanding amount |
|---|---|---|---|---|---|---|---|
| HDFC Bank Ltd, | Vehicle Loan | 20.80 Lacs | 9.50% | Hypothecation of Vehicle financed | 60 Monthly Installments | NA | 18.27 |

**C. Unsecured Loans**

**a. From Promoter / Promoter Director**

*(Amount in Rs.)*

| Name of Lender | Purpose | Rate of interest | Re-payment | Outstanding amount |
|---|---|---|---|---|
| Anilbhai Vasantbhai Bhalu | Business Loan | Nil | Not repayable within 1 year | 21,50,000 |
| Shaileshbhai Karshanbhai Bhut | Business Loan | Nil | Not repayable within 1 year | 25,95,000 |
| Smit V. Bhalu | Business Loan | Nil | Not repayable within 1 year | 2,73,000 |
| Dipakbhai D. Bhut | Business Loan | Nil | Not repayable within 1 year | 2,15,000 |
| Komalben S. Bhut | Business Loan | Nil | Not repayable within 1 year | 6,10,000 |
| Dharmeshbhai J. Pansuriya | Business Loan | Nil | Not repayable within 1 year | 17,50,000 |

**b. From Relatives of Directors / KMP / Shareholders**

*(Amount in Rs.)*

| Name of Lender | Purpose | Rate of interest | Re-payment | Outstanding amount |
|---|---|---|---|---|
| Nitaben A. Bhalu | Business Loan | Nil | Not repayable within 1 year | 13,80,000 |
| Rashmitaben S. Bhalu | Business Loan | Nil | Not repayable within 1 year | 4,70,000 |
| Vaghjibhai G. Bhalu | Business Loan | Nil | Not repayable within 1 year | 19,05,000 |
| Durlabhbhai P. Bhut | Business Loan | Nil | Not repayable within 1 year | 5,40,000 |
| Sanjaybhai D. Bhut | Business Loan | Nil | Not repayable within 1 year | 2,15,000 |
| Sonalben S. Bhut | Business Loan | Nil | Not repayable within 1 year | 1,25,000 |

**Common Negative Covenants pertaining to all facilities**

1. The company needs to raise and maintain unsecured loans as stipulated by the bank from time to time.
2. Company to close existing loan before taking disbursement of fresh term loan
3. The company shall not, without the permission of the bank in writing,
   a. implement any scheme of expansion / modernization / diversification, except which are approved by bank
   b. formulate any scheme of merger / acquisition / amalgamation / reconstitution
   c. any change in the management set / capital structure of the company
   d. enter into borrowing either secured or unsecured with any other bank / FI / corporate body
   e. Invest / deposit / lend funds to group firm / companies / proprietors / family members / other corporate bodies / firms / persons
   f. Create any further charge or lien over the assets of the bank already charged in favour of the bank
   g. Undertake guarantee obligation on behalf of any other borrower, group firms / companies

h. Pay commission / brokerage / fees, etc to guarantor or any other person for guaranteeing the facilities sanctioned to the company
i. Declare dividends for any year, except out of the profits related to that year, after paying all due and making provisions as required for that year, provided there is no default in repayment obligation by the company.
j. Allow the level of new working capital to come down from the estimated / projected level.

4. All money advanced or to be advanced by the bank will be utilized exclusively for the purpose set forth in the application / project report submitted to the bank, else bank shall have the right to recall the entire or any part of the loan / advance forthwith without assigning any reason thereof.

Except as disclosed above, we hereby confirm that there are no other Credit Facilities availed by the Company.

Above certificate is issued at the request of **'Captain Technocast Limited',** on the basis of necessary information / explanation / documentation / clarification / certification, produced for our verification.

**For, SVK & ASSOCIATES**
**Chartered Accountants**
FRN: 118564W

**Shilpang V. Karia**
**Partner**
M. No. 102114
Place: Rajkot
Date : 14th June, 2017

## 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 Prospectus. You should also read the section titled* "Risk Factors" beginning on page 16 and "Forward Looking Statements" beginning on page 15, 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 financial statements for the fiscal years ended March 31, 2017, 2016, 2015, 2014 and 2013, including the schedules and notes thereto and the reports thereto, which appear in the section titled "Financial Information of the Company" on page no 175 of the 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.

**Overview**

Incorporated in 2010, our Company Captain Technocast Limited is engaged in manufacturing of metal casting with high tensile, high-volume, complex thin-wall investment castings and fully-finished casting-based subassemblies and components. Our company has been awarded with an ISO: 9001:2015 certificate for Manufacturing of Investment Casting and its Machined Components. Our manufacturing facility is situated at Shapar (Veraval), Rajkot, Gujarat, India. We manufacture and supply a diverse range of casting including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc.

Our development process includes design, development, validation, testing, manufacturing, delivery and aftermarket sale service for a wide range of technology-intensive auto component products leading to better customer satisfaction and diversification of our customer base. Our progressive management and cutting edge production technology contribute to our ability to provide our customers with exceptional value in a highly competitive industry. We regularly work directly with customers, helping to design, innovative and cost-effective solutions. In this way, we act as a partner as well as a supplier to our customers, and thereby improve our own competitive position by helping improve theirs.

Our Company has received following awards, certificates and recognition:-

- ISO 9001:2015 for Manufacturing of Investment Casting and its Machined Components, valid till September 14, 2018
- D&B Certificate from SME Rating Agency of India (SMERA) – Our Company vide Certificate No: 85-985-4058 issued on July 23, 2014 was certified to be part of Dun & Bradstreet Global Database.

Our Company was founded by Mr. Rameshbhai Devrajbhai Khichadia and Mr. Gopal Devrajbhai Khichadia in the year 2010 and the present promoters of our company are Mr. Rameshbhai Devrajbhai Khichadia, Mr. Gopal Devrajbhai Khichadia, Mr. Anilbhai Vasantbhai Bhalu, Mr. Shailesh Karshanbhai Bhut, Mrs. Komalben S Bhut, Mr. Smit Vaghajibhai Bhalu and Mr. Dharmesh Pansuriya. The experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and senior management team and their experience of over decades in our Industry.

For the period ended March 31, 2017 our Company's Total Income and Restated Profit after Tax was Rs. 1667.59 Lacs and Rs. 132.17 Lacs, respectively. For the year ended March 31, 2016, our Company's Total Income and Restated Profit after Tax were Rs. 1094.66 Lacs and Rs. 26.07 Lacs, respectively. For the year ended March 31, 2015, our Company's Total Income and Restated Profit after Tax was Rs. 1086.67 Lacs and Rs. 9.60 Lacs respectively, compared to our Company's Total Income and Restated Profit after Tax of Rs 842.23 Lacs and Rs. 18.31 Lacs respectively, over previous year ended i.e. March 31, 2014. We have been able to increase our Restated Profit after Tax from fiscal 2014 to fiscal 2017 at a CAGR of 63.92 %.

## COMPETITIVE STRENGTHS

Our principal competitive strengths are:

***Diverse Product Range covering different Industry verticals***

We currently manufacture a large variety of castings products including Automotives Casting, Defense Casting, Industrial Valves Casting, Turbine Blades Casting, Industrial Process Pumps Casting, Power Plant Boiler Parts Casting, Aerospace Casting, Earth Moving Machinery Casting, Engineering & Automation Casting, Fire Fighting Equipments Casting, Structural Hardwares Casting and Marine Applications Casting etc. We have established a strong presence across various segments including commercial and Industrial. We believe that we are insulated to a degree against fluctuation in demand for a specific product because of the wide range of products that we currently offer and our ability to develop new products required by our customers. We believe that our in-house engineering department and the research and development activities that we undertake in each of our product divisions enable us to continuously innovate and develop new products and processes.

***Strong Engineering, Product Development and Technological Capabilities***

We place strong emphasis on engineering and product development to enhance our product range and improve our manufacturing processes. We have in-house laboratories for Chemical Testing, Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection. We have offered a number of cost reduction and value engineering proposals to our customers on the basis of in-house improvements in manufacturing processes which resulted in low input cost and low operation cost. We believe that our engineering expertise and technology driven manufacturing processes have enabled us to deliver our products to our customers in accordance with their designs and specifications in a cost effective manner without compromising on quality. We also believe that we have a relatively low defect rate in our products.

***Experienced and qualified team***

We believe that we benefit significantly from our highly experienced management and technical teams, including, in particular, our Promoter and Chairman, Mr. Rameshbhai Devrajbhai Khichadia, Our Promoter, Mr. Gopal Devrajbhai Khichadia, our Promoter and executive Director, Mr. Anilbhai Vasantbhai Bhalu, and Our whole-time Director Mr. Shailesh Karshanbhai Bhut, their several years of experience in the industry and the markets in which we operate. Our senior management has extensive experience in critical casting manufacturing industry including in operations, business development, quality assurance, customer relationship and human resource management. Our management and technical personnel are supported by other skilled workers who benefit from regular inhouse training initiatives and they are also supported by external consultants with significant industry experience in different geographies. Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. We believe the strength and entrepreneurial vision of our Promoters and management has been instrumental in driving our growth and implementing our strategies. Further we have qualified and experience engineer and technical staff who help us in improving product quality through innovative ideas as well as metallurgical development.

***Quality assurance***

Our Company is an ISO: 9001:2015 certified for Manufacturing of Investment Casting and its Machined Components in manufacturing of metal casting. Our company also has a testing division and an in house laboratory for Magnetic Particle Testing, Penetrant Testing, Radiographic Testing, Ultrasonic Testing and Dimensional Inspection which is responsible for the final approval of product manufactured also we are out sourcing Magnetic partical and Radiography from qualified and approved vendor. The final product manufactured has to undergo a quality check before it is finally packed and dispatch. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Our Quality assurance has enabled us provide satisfactory performance to our Customer. Our Quality assurance has enabled us provide satisfactory performance to our Customer. To maintain the Quality of the products we follow the Quality management system as per the requirement of the ISO-9001-2015.

***Cost effective production and timely fulfillment of orders***

Our Company has taken various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite in our industry. These steps include identifying quality iron and

steel, smooth labour relations, use of an efficient production system and ability to meet large and varied orders due to our capacity and linkages with raw material suppliers. Our Company also has enjoyed good relations with our suppliers and as a consequence, have the benefit of timely supplies of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfillment of orders of our customers. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

**OUR STRATEGIES**

The primary elements of our growth strategies are set forth below.

***Expansion through growth***

As a part of our growth strategy, we believe that strategic investments and acquisitions of businesses engaged in the critical component machining industry may act as an enabler of growing our business. Accordingly, we seek to acquire or invest in business opportunities with critical engine components or machined products manufacturing facilities, market share, growth potential and whose operations, resources, capabilities and strategies are complementary to our Company. We believe such an acquisition would give us a manufacturing base, complement our existing global business operations and fuel our growth going forward. As on the date of this Prospectus, we have not identified any strategic investment or acquisition opportunities and we seek to enter into any such acquisition on an opportunistic basis.

***Invest in infrastructure and technology***

Our Company believes in making investments for continuously achieving higher levels of excellence in its products and implement dynamic and diverse specifications of our customers. We have invested significantly in equipping our manufacturing facilities with the latest and specialized infrastructure and modern technology. We want to continue to work towards the upgradation and modernization of our infrastructure and technology.

***Improve capacity utilization and increase operational efficiencies***

We are focused on further integrating our operations and improving capacity utilization at our production facilities and optimize product planning across product categories. Higher capacity utilization results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over higher sales, thereby increasing profit margins. We also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to adopt best practices and standards across our production facilities, drawing on our management's expertise and experience in casting. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

***To build-up a professional organization***

As an organization, we believe in transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

***Optimal Utilization of Resources***

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

**Our Location:**

| | |
|---|---|
| **Registered Office** | Survey No.-257, Plot No. 4, N. H. No. 8-B, Shapar (Veraval), Rajkot, Gujarat-360002, India |
| **Factories Address** | **Unit 1:** Survey No.-257, Plot No. 4, N. H. No. 8-B, Shapar (Veraval), Rajkot, Gujarat-360002, India<br>**Unit 2:** Plot No. 6/9, Revenue Survey No. 257/P, Village Shapar, Taluka Kotda-Sangani, Rajkot, Gujarat-360002, India. |

**Our Products Portfolio:**

1. Automotives Casting
2. Defense Casting
3. Industrial Valves Casting
4. Turbine Blades Casting
5. Industrial Process Pumps Casting
6. Power Plant Boiler Parts Casting
7. Aerospace Casting
8. Earth Moving Machinery Casting
9. Engineering & Automation Casting
10. Fire Fighting Equipments Casting
11. Structural Hardwares Casting
12. Marine Applications Casting

**Collaborations/ Tie – ups/ Joint Ventures**

Except as disclosed in this Prospectus and normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

**CAPACITY UTILISATION**

| Particulars | Existing | | | Proposed | | |
|---|---|---|---|---|---|---|
| | 2014-15 | 2015-16 | 2016-17 | 2017-18 | 2018-19 | 2019-20 |
| Total Installed Capacity (MT) | 480 | 480 | 600 | 800 | 800 | 800 |
| Actual Production (MT) | 338 | 352 | 550 | 600 | 650 | 750 |
| Capacity Utilization (in %) | 70.42% | 73.33% | 91.67% | 75% | 81.25% | 93.75% |

**HEALTH, SAFETY AND ENVIRONMENT**

Safety and environmental protection, together with quality and operating efficiency, are among our key success factors of any organization. The prevention of accidents is one of our foremost priorities. Whether in the workplace or outside it, every accident is preventable and every risk can be lowered. Management at all levels of the organization is responsible for creating the framework and implementing measures to promote awareness of safety and environmental issues. The implementation of our safety and environmental policy and the compliance with regulations is taken care at all levels of the organization. The safety goals and programs are developed as part of the medium-term planning process and regularly reviewed. Management evaluates the safety and environmental protection system and identifies any corrective measures to be taken. To help ensure effective implementation of our safety policies and practices, we identify potential hazards, evaluate all material risks and institute, implement and monitor appropriate risk mitigation measures. We endeavor to minimize any accidents at our manufacturing facilities.

**PLANT & MACHINERY**

The manufacturing facilities have been built with keeping in mind Efficiency, Safety and Environment factors. Our compact factory complex has all the key ingredients for a successful manufacturing unit. We have made all endeavors in procuring top of the line equipment and building that can effectively cater to specific customer needs.

Brief details of major Plant and Machinery installed for each type of manufacturing activity are as follows:-

15. **Wax Preparation Room**: Wax Tank, Hot Plate
16. **Press Room**: Wax Tank, Runner Press, Injection Press, Air Condition, Injection Press (Auto)
17. **Assembly:** Lift, Paraphin Tank
18. **Precoat:** Zircon Sand Faller Machine, Pre-Coat Tank, Jar Roll Mill
19. **Backup Coating Room:** Slurry Tank, Flueuid Bird, Dust Collector
20. **Drying Room:** Humidity Fier
21. **Coating:** Air Condition
22. **De-Waxing:** De-Waxing Tank, Auto - Dewax 750 E,
23. **Melting:** Melting Crucible, Shell Backing Furnace, Furnace Panel, Diesel Engine, Water Pump, Water Softing Plant, Air Condition, Sample Finish Machine, Batch Grinder, Oil Fired Mush Furnace, Welding Electrode Drying Oven,
24. **Maintenance / Pannel:** Water Pump
25. **Fettling:** Belt Centre, Pneumatic, Grinder, Hydraulic Press Machine, Drill Machine, Air Compressor, Weld Cutting Machine, Cutoff Machine, Hamer (Knock Out), Arc Welding Machine, Lift, Welding Machine, Cutting Machine, Shot Blasting,
26. **Heat Treatment:** Heat Treatment Furnace,
27. **Dispatch:** Glass Bead Blasting
28. **Terrace:** Cooling Tower

**Export obligation:**

Our Company does not have any export obligation as on date of this prospectus.

**Utilities and Infrastructure Facilities**

**Raw Materials:-** The major raw materials required by the Company are Stainless Steel Scrap, Mild Steel Scrap, Gun Metal Scrap,

**Power:-**
The requirement of power for our operations, like power for lighting and operating the machinery/equipment is met through Paschim Gujarat Vij Company Ltd.

**Water:-**

Water requirement for the manufacturing and allied processes is very minimal and the same is procured locally by way of existing water supply network in that area.

**Human Resource:-**

As on date of the this prospetus, we have employed total 63 full-time employees, including senior management, at our location. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage. The company also hires causal worker for factories as per the business requirement.

| Category | No of Employees |
|---|---|
| Skilled Workers | 13 |
| Semi-Skilled Workers | 13 |
| Unskilled Workers | 37 |
| **Total** | **63** |

**SALES AND MARKETING:-**

Marketing is an important function of our organization. Our success lies in the strength of our relationship with our customers who have been associated with our Group for a long period. Our Directors, through their vast experience and good rapport

with clients owing to timely and quality delivery of spirit plays an instrumental role in creating and expanding a work platform for our Company. We avail both direct and indirect channels of sales for selling and marketing our products. We export our products at Australia, Italy and Scotland.

**MARKETING STRATEGY:-**

In future we intend to focus on following marketing strategies:

- Focus on existing markets and increasing our customer base.
- Catering to the requirements and specifications of the Customers
- Supply of Quality Products.
- Fulfillment of Order Quantity.
- Analyses of competitor strength, weakness and accordingly improve our product.

**COMPETITION:-**

Our Industry is fragmented consisting of large established players and small niche players. We face substantial competition for our products from other manufacturers in domestic market. Our competition varies for our products and regions. We compete with other manufacturers on the basis of product range, product quality, product designing and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product designing, product range, product quality and product price is often the deciding factor in most deals. Some of our major competitors are:-

- Unideritend Ltd.
- Creative Castings Limited
- Fine Diewax Casting Ltd.
- Zir Cast Ltd.
- Nitin Castings Limited
- Investment & Precision Castings Ltd.
- Gujarat Intrux Ltd.
- Hicon Techno Cast Pvt. Ltd.
- Ratnamani Techno Cast Pvt. Ltd.

**SIGNIFICANT DEVELOPMENT SUBSEQUENT TO THE LAST FINANCIAL YEAR:-**

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Prospectus that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-

1. We have appointed Mr. Rameshbhai Devrajbhai Khichadia as Chairman and Non-Executive Director of the Company with effect from April 29, 2017.

2. We have appointed Mr. Anilbhai Vasantbhai Bhalu as Managing Director of the Company with effect from May 01, 2017.

3. We have appointed Mr. Shailesh Karshanbhai Bhut as Whole Time Director of the Company with effect from May 01, 2017.

4. We have appointed Mr. Prashant Bhupatbhai Bhatti as Chief Financial Officer of the Company with effect from May 01, 2017.

5. We have appointed Mr. Mr. Ankur Pradumanbhai Makwana as Company Secretary and Compliance Officer of the Company with effect from May 01, 2017.

6. Our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April 08, 2017 vide a fresh Certificate of incorporation dated April 21, 2017, issued by the Registrar of Companies, Gujarat, Ahmedabad.

7. Our Company has allotted 1,71,201 equity shares pursuant to right issue in the ratio of 1:24 to the existing shareholders vide board resolution dated May 04, 2017.

8. We have passed a special resolution in the meeting of shareholders dated June 14, 2017 authorizing the Board of Directors to raise funds by making an Initial Public Offering and offer for sale

9. We have appointed Mrs. Pravinaben M. Paghadal as Additional Independent Director of the Company with effect from July 05, 2017

10. We have appointed Mr. Jentilal Popatbhai Godhat as Additional Independent Director of the Company with effect from July 05, 2017

**FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:-**

Our results of operations could potentially be affected by the following factors amongst others:

20. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
21. Our ability to meet our capital expenditure requirements;
22. Market fluctuations and industry dynamics beyond our control;
23. Factors affecting Steel Industry;
24. Disruption in our manufacturing facilities;
25. Changes in laws and regulations relating to the sectors/ areas in which we operate;
26. Company's ability to successfully implement its growth strategy and expansion plans.
27. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
28. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
29. Inability to successfully obtain registrations in a timely manner or at all;
30. Increase in prices of Raw Material
31. Conflicts of interest with affiliated companies, the promoter group and other related parties;
32. Changes in laws and regulations relating to the industries in which we operate;
33. Occurrence of Environmental Problems & Uninsured Losses;
34. Any adverse outcome in the legal proceedings in which we are involved;
35. Intensified competition in industries/sector in which we operate;
36. Our ability to attract, retain and manage qualified personnel;
37. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
38. Concentration of ownership among our Promoters.

**Our Significant Accounting Policies:**

Our significant accounting policies are described in the section titled "Financial Information of the Company" on page 175 of this Prospectus.

**Change in accounting policies in previous 3 (three) years**

Except as mentioned in chapter "Financial Information of the Company" on page 175 there has been no change in accounting policies in last 3 (three) years.

**Summary of the Results of Operations**

*(Amt in Rs)*

| Particulars (For the Year ended) | 31st March 2017 | % of Total Income | 31st March 2016 | % of Total Income | 31st March 2015 | % of Total Income | 31st March 2014 | % of Total Income | 31st March 2013 | % of Total Income |
|---|---|---|---|---|---|---|---|---|---|---|
| **Revenue from operations:** | | | | | | | | | | |
| Revenue From Sale of Products | 166095124 | 99.60 | 108893073 | 99.48 | 108495918 | 99.84 | 78561424 | 93.28 | 37400593 | 88.09 |
| Other Operating Income | 546203 | 0.33 | 362694 | 0.33 | 127616 | 0.12 | 5455205 | 6.48 | 4932959 | 11.62 |
| **Net Revenue from operations** | **166641327** | 99.93 | **109255767** | 99.81 | **108623534** | **99.96** | **84016629** | **99.76** | **42333552** | **99.70** |
| Other income | 117174 | 0.07 | 210332 | 0.19 | 43446 | 0.04 | 205925 | 0.24 | 126055 | 0.30 |
| **Total Revenue (A)** | **166758501** | **100.00** | **109466099** | **100.00** | **108666980** | **100.00** | **84222554** | **100.00** | **42459607** | **100.00** |
| **Expenses:** | | | | | | | | | | |
| Cost of Materials & Stores Consumed | 104346595 | 62.57 | 77207068 | 70.53 | 81584813 | 75.08 | 61676771 | 73.23 | 30514416 | 71.87 |
| Changes in inventories of finished goods, WIP and Stock-in-Trade | (9810571) | (5.88) | (2441302) | (2.23) | (3452899) | (3.18) | (1460512) | (1.73) | (573389) | (1.35) |
| Employee benefits expense | 8351481 | 5.01 | 6164674 | 5.63 | 4668500 | 4.30 | 3202392 | 3.80 | 2439028 | 5.74 |
| Other expenses | 37250923 | 22.34 | 18394739 | 16.80 | 18438229 | 16.97 | 11947609 | 14.19 | 7988516 | 18.81 |
| Finance costs | 2556871 | 1.53 | 2292085 | 2.09 | 1446841 | 1.33 | 2938480 | 3.49 | 2834689 | 6.68 |
| Depreciation and amortization expenses | 4115704 | 2.47 | 3765427 | 3.44 | 4416219 | 4.06 | 3185827 | 3.78 | 3090773 | 7.28 |
| **Total Expenses (B)** | **146811003** | **88.04** | **105382691** | **96.27** | **107101703** | **98.56** | **81490567** | **96.76** | **46294033** | **109.03** |
| **Profit before exceptional items, extraordinary items and tax (C=A-B)** | **19947498** | 11.96 | **4083408** | 3.73 | **1565277** | **1.44** | **2731987** | **3.24** | **(3834426)** | **(9.03)** |
| Exceptional items **(D)** | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| **Profit before extraordinary items and tax (E=C-D)** | **19947498** | 11.96 | **4083408** | 3.73 | **1565277** | **1.44** | **2731987** | **3.24** | **(3834426)** | **(9.03)** |
| Extraordinary items **(F)** | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| **Profit before tax (G=E-F)** | **19947498** | 11.96 | **4083408** | 3.73 | **1565277** | **1.44** | **2731987** | **3.24** | **(3834426)** | **(9.03)** |
| **Provision for Tax** | | | | | | 0.00 | | 0.00 | | 0.00 |
| - Current Tax | 7125713 | 4.27 | 1451084 | 1.33 | 793005 | 0.73 | 379179 | 0.45 | 0 | 0.00 |
| - Tax adjustment of prior years | 915 | 0.00 | (410934) | (0.38) | 31488 | 0.03 | 0 | 0.00 | 0 | 0.00 |
| - Deferred Tax Liability / (Asset) | (396564) | (0.24) | 77475 | 0.07 | (218775) | (0.20) | 893671 | 1.06 | 1119216 | (2.64) |
| - MAT Credit Entitlement | 0 | 0.00 | 358415 | 0.33 | 0 | 0.00 | (371470) | (0.44) | 0 | 0.00 |
| **Tax Expense For The Year (H)** | **6730063** | **4.04** | **1476039** | **1.35** | **605718** | **0.56** | **901380** | **1.07** | **(1119216)** | **(2.64)** |
| **Restated profit after tax from Continuing Operations (I=G-H)** | **13217435** | **7.93** | **2607368** | **2.38** | **959559** | **0.88** | **1830607** | **2.17** | **(2715210)** | **(6.39)** |

**Key Components of Company's Profit And Loss Statement**

**Revenue from Sale of Product:** Revenue from operations mainly consists of sale of Products.

**Other Income:** Other income primarily comprises of Interest Income, Foreign Exchange Gains, Rent Income, Excise duty Rebate claim.

**Expenses:** Company's expenses consist of cost of Materials & Stores Consumed, employee benefits expense, Other Expenses, finance costs, depreciation and amortization expenses.

**Employee Benefits Expense:** Employee benefit expense includes Salaries, Wages and Bonus, Directors Remuneration, Staff Welfare Expense, Contribution to PF and Provision for Gratuity.

**Finance Costs:** Finance cost comprises interest on Indebtedness, Bank charges.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on Written down Value method (WDV) as per the provisions set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc.

**FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2017**

**Total Income:**

The Company's total income during the period ended March 31st, 2017 was ₹1667.58 Lacs. The revenue from sales of Products was ₹1660.95 Lacs and from other Operating Income was ₹5.46 Lacs which comprised 99.93% of company total income for the stub period ended March 31st, 2017.

**Total Expenses:**

The total expenditure during stub period ended March 31st, 2017 was ₹1468.11 Lacs. The total expenditure represents 88.04% of the total revenue. The total expenses are represented by cost of material consumed, employee benefits expenses, Administrative and other expenses, finance costs, Depreciation and Amortization Expenses. The main constituent of total expenditure is cost of material consumed, which is ₹1043.47 Lacs.

**Profit/ (Loss) after Tax:**

The restated net profit during the stub period ended March 31, 2017 was ₹132.17 Lacs representing 7.93% of the total revenue of the company.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**

***Total Income:***

During the year 2016-17 the total revenue of the company increased to ₹1667.58 Lacs as against ₹ 1094.66 Lacs in the year 2015-16, representing an increase of 52.34% of the total revenue. This increase was mainly due to increase in sale of products

***Other Income:***

Other income of the Company for the year 2016-17 was ₹1.17 Lacs in comparison with ₹ 2.10 Lacs for F.Y. 2015-16.

***Total Expenses*:**

The total expenditure for the year 2016-17 increased to ₹ 1468.11 Lacs from ₹ 1053.83 Lacs in year 2015-16, representing a increase of 39.31% to the previous year.

***Cost of Materials & Stores Consumed:***

The Cost of Materials & Stores Consumed for the year 2016-17 increased to ₹ 1043.47 Lacs from ₹ 772.07 Lacs for the 2015-16, representing an increase of 35.15% to the previous year.

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2016-17 increased to ₹83.51 Lacs from ₹61.65 Lacs for the year 2015-16, representing an increase of 35.46% to the previous year.

***Finance Costs:***

Finance cost for the year 2016-17 increased to ₹ 25.57 Lacs as against ₹ 22.92 Lacs of the year 2015-16. This increase in amount was due to increase in interest cost of the Company.

***Depreciation and Amortization Expense:***

Depreciation for the year 2016-17 stood at ₹ 41.16 Lacs calculated as per companies Act. For the year 2015-16 the same was ₹ 37.65 Lacs.

***Other Expenses:***

Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc. These expenses increased to ₹ 372.51 Lacs for the year 2016-17 as against ₹ 183.95 Lacs of the year 2015-16.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2016-17 was Rs 199.48 Lacs as against ₹ 40.83 Lacs in the year 2015-16 representing an increase of 388.56% to the previous year.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2016-17 was Rs 132.17 Lacs as against ₹ 26.07 Lacs in the year 2014-15 representing an increase of 406.93% to the previous year.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015**

***Total Income:***

During the year 2015-16 the total revenue of the company increased to ₹ 1094.66 Lacs as against ₹ 1086.67 Lacs in the year 2014-15, representing a increase of 0.74% of the total revenue. This increase was mainly due to increase in sale of Products

***Other Income:***

Other income of the Company for the year 2015-16 was ₹ 2.10 Lacs in comparison with ₹ 0.43 Lacs for F.Y. 2014-15.

***Total Expenses*:**

The total expenditure for the year 2015-16 decreased to ₹ 1053.83 Lacs from ₹ 1071.01 Lacs in year 2014-15, representing a decrease of 1.60% to the previous year. This was due to increase in expenses

***Cost of Material Consumed:***

The Cost of Material Consumed for the year 2015-16 decreased to ₹ 772.07 Lacs from ₹ 815.85 Lacs, representing a decrease of 5.37% to the previous year.

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2015-16 increased to ₹ 61.65 Lacs from ₹ 46.69 Lacs in the previous year 2014-15.

***Finance Costs:***

Finance cost for the year 2015-16 increased to ₹ 22.92 Lacs as against ₹ 14.47 Lacs of the year 2014-15. This increase in amount was due to increase in interest cost of the Company.

***Depreciation and Amortization Expense:***

Depreciation for the year 2015-16 stood at ₹ 37.65 Lacs calculated as per companies Act. For the year 2014-15 the same was ₹ 44.16 Lacs.

***Other Expenses:***

Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc. These expenses for the year 2015-16 decreased to ₹ 183.95 Lacs as against ₹ 184.38 Lacs of the year 2014-15.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2015-16 increased to Rs 40.83 Lacs from ₹ 15.65 Lacs in the year 2014-15 representing an increase of 160.89% compared to the previous year.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2015-16 increased to Rs 26.07 Lacs from ₹ 9.60 Lacs in the year 2014-15 representing an increase of 171.73% compared to the previous year

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014**

***Total Income:***

During the year 2014-15 the total revenue of the company increased to ₹ 1086.67 Lacs as against ₹ 842.23 Lacs in the year 2013-14, representing a increase of 29.02% of the total revenue. This increase was mainly due to increase in sale of Products

***Other Income:***

Other income of the Company for the year 2014-15 was ₹ 0.43 Lacs in comparison with ₹ 2.06 Lacs for F.Y. 2013-14.

***Total Expenses*:**

The total expenditure for the year 2014-15 increased to ₹ 1071.02 Lacs from ₹ 814.91 Lacs in year 2013-14, representing a increase of 31.43% to the previous year. This was due to increase in volume of business, which resulted in increase in expenses

***Cost of Material Consumed:***

The Cost of Material Consumed for the year 2014-15 increased to ₹815.85 Lacs from ₹ 616.77 Lacs, representing a increase of 32.28% to the previous year.

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2014-15 increased to ₹ 46.69 Lacs from ₹ 32.02 Lacs in the previous year 2013-14.

***Finance Costs:***

Finance cost for the year 2014-15 decreased to ₹ 14.47 Lacs as against ₹ 29.38 Lacs of the year 2013-14.

***Depreciation and Amortization Expense:***

Depreciation for the year 2014-15 stood at ₹ 44.16 Lacs calculated as per companies Act. For the year 2013-14 the same was ₹ 31.86 Lacs.

***Other Expenses:***

Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc. These expenses for the year 2014-15 increased to ₹ 184.38 Lacs as against ₹ 119.48 Lacs of the year 2013-14.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2014-15 decreased to Rs 15.65 Lacs from ₹ 27.32 Lacs in the year 2013-14 representing a decrease of 42.72% compared to the previous year.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2014-15 decreased to Rs ₹ 9.60 Lacs from ₹ 18.31 Lacs in the year 2013-14 representing a decrease of 47.58% compared to the previous year

**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:**

1. ***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.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section "Risk Factors" beginning on page 16 in the 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.

4. ***Future changes in relationship between costs and revenues***

Our Company's future costs and revenues will be determined by demand/supply situation in casting industry, government policies, and prices quoted by our suppliers for raw material.

***5. Total turnover of each major industry segment in which our Company operates***

The Company is in the business of manufacturing of metal casting. Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page 110 of this Prospectus.

***6. 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 our business.

***7. Status of any publicly announced New Products or Business Segment***

Since our Company has not announced any new Product so not Applicable.

***8. Seasonality of business***

Our Company's business is not seasonal in nature.

***9. Dependence on few customers/ clients***

The percentage of contribution of our Company's Top Customers/Clients for the period ended March 31, 2017 is as follows:

**Our Major Customers/ Clients for the period ended 31 March, 2017**

| Name of the Clients | Amount (₹ in Lacs) | As % of total turnover |
|---|---|---|
| SR Process Controls Pvt. Ltd. | 545.41 | 32.73% |
| Newage Fire Fighting Co. Ltd. | 368.70 | 22.13% |
| Newage Industries | 279.05 | 16.75% |
| AS Engineer | 82.23 | 4.93% |
| Maruti Industries | 75.07 | 4.50% |
| Valves Industries | 73.21 | 4.39% |
| Rolon Seals | 60.39 | 3.62% |
| Mack Valves India Pvt.Ltd. | 58.87 | 3.53% |
| Aira Euro Automation Pvt.Ltd | 33.81 | 2.03% |
| Manisha Industries | 27.56 | 1.65% |
| **Total** | **1604.33** | **96.26%** |

**The above value is inclusive of all applicable taxes and incidental expenses.*

**Our Major Suppliers of Raw material for the period ended March 31, 2017**

| Name of Supplier | Amount (₹ in Lacs) | As % of total Purchase |
|---|---|---|
| Sixty Eight Metals | 154.59 | 14.13% |
| Vinayak Steel Impex | 129.66 | 11.85% |
| Laxmi Stainalloys Pvt.Ltd. | 102.51 | 9.37% |
| Neo Ferromet Pvt.Ltd. | 70.63 | 6.45% |
| Kanungo Ferromet Pvt.Ltd. | 56.73 | 5.18% |
| Integral Trading | 49.73 | 4.54% |
| Rushil Global Trade Limited | 46.24 | 4.22% |
| Aatman Metal Inc. | 46.19 | 4.22% |
| Lakshminarayan Impex | 44.28 | 4.05% |
| Sol Gel Film Pvt. Ltd. | 33.51 | 3.06% |
| Meghmani Precision Castings Pvt.Ltd. | 32.44 | 2.96% |
| **Total** | **766.51** | **70.03%** |

**The above value is inclusive of all applicable taxes and incidental expenses.*

***10. Competitive conditions***

Competitive conditions are as described under the Chapters "Industry Overview" and "Our Business" beginning on pages 110 and 121 respectively of the Prospectus.

***11. Details of material developments after the date of last balance sheet i.e. March 31, 2017***

Except as mentioned in this Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the 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 LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi- judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act ) against our Company, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non- payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.*

*Further, Our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations, 2009 as amended for disclosure of all pending litigation involving our Company, Directors, Promoters and Group Companies, other than criminal proceedings and statutory or regulatory actions, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs. 1,00,000/- and where the amount is not quantifiable, such pending cases are material from the perspective of the company's business, operations, prospects or reputation.*

*The Company has policy for identification of material outstanding dues to creditors in terms of the SEBI (ICDR) Regulations, 2009 as amended for creditors where outstanding dues to any one of them exceeds Rs. 1,00,000/- .*

### PART 1: CONTINGENT LIABILITIES OF OUR COMPANY –

As of March 31, 2017 our contingent liabilities as indicated in our restated summary statements were as follows:

| Particulars | Amt (Rs in Lacs) |
|---|---|
| | |
| Direct Tax Demands/Notices/Appeals | 4.84 |
| **Total** | |

### PART 2: LITIGATION RELATING TO OUR COMPANY

**A. FILED AGAINST OUR COMPANY**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**i. Direct Tax**

**a. Income Tax**

*Assessment Year 2015-16*

In respect of the Assessment Year 2015-16 our Company had received a notice under Section 142(1) of the Income Tax Act, 1961 dated 31.01.2017 for the scrutiny of our books of accounts and other documents in support of our return for the period 01/04/2014 to 31/03/2015, which was e-filed on October 05, 2015. The Company was further directed to be

represented on 06 February, 2017. The return was processed on March 25, 2017 and a demand of Rs 4.84 lacs was raised. Matter is still pending before the concerned Authorities.

**ii. Indirect Tax**

**Proceedings under Gujarat Value Added Tax Act, 2003**

Notice from Gujarat Vat office was issued in regard to the VAT Audit for the Financial Year 2013-14 and in lieu of the principal of natural justice last opportunity was given to be present in the office of the concerned officer on 5/1/17 at 11:00 am along with all the books of accounts for the relevant financial year and if nobody appears on behalf of the company then in accordance to law penalty will be levied and proceedings will end.

**4. Other Pending Litigation**

NIL

**B. CASES FILED BY OUR COMPANY**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

**PART 3: LITIGATION RELATING TO DIRECTORS OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS**

1. **Litigation Involving Criminal Laws.**

NIL

2. **Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

3. **Litigation involving Tax Liabilities**

NIL

4. **Other Pending Litigation**

NIL

**PART 4: LITIGATION RELATING TO OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

1. **Litigation Involving Criminal Laws.**

NIL

2. **Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

3. **Litigation involving Tax Liabilities**

***Komalben S Bhut***

*Intimation u/s 245 of the Income Tax Act, 1961*

| Assessment Year | Date on which demand is raised | Outstanding demand amount |
|---|---|---|
| 2016-17 | 25/05/2017 | 15360 |

This intimation is received when as per the I-T department there is an outstanding demand from earlier years and refund has been claimed by assessee in some other assessment year. The Section 245 of the Income Tax Act empowers the assessing officer to adjust refund (or a part of refund) against any tax demand which is outstanding from the tax payer.

***Dharmesh Pansuriya***

*Intimation u/s 245 of the Income Tax Act, 1961*

| Assessment Year | Date on which demand is raised | Outstanding demand amount |
|---|---|---|
| 2014-15 | 10/08/2015 | 1690 |

4. **Other Pending Litigation**

NIL

**B. LITIGATION FILED BY OUR PROMOTERS**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

**PART 5: LITIGATION RELATING TO OUR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR GROUP COMPANIES**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

**B. LITIGATION FILED BY OUR GROUP COMPANIES**

**1. Litigation Involving Criminal Laws.**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

## PART 6: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding, 5% of our Company's total Trade Payables - for Goods & Expenses as per Restated Audited financial statements, to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2017, there are 5 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables - for Goods & Expenses and the aggregate outstanding dues to them being approximately Rs. 166.08 lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. Therefore, as on March 31, 2017, our Company owes amounts aggregating to Rs. 430.54 lacs approximately towards 167 creditors for Trade Payables - for Goods & Expenses as per Restated Standalone Financial Statements, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company.

## PART 7: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 223 there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:*

*The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.*

### APPROVALS FOR THE ISSUE

a. Our Board of Directors have, pursuant to a resolution passed at its meeting held on April 29, 2017 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) ( c) of the Companies Act, 2013 and such other authorities as may be necessary.

b. Our Board of Directors have, pursuant to a resolution passed at its meeting held on May 17, 2017 authorized the Offer for sale by selling shareholders, subject to the approval of the shareholders of our Company under Section 62(1) ( c) of the Companies Act, 2013 and such other authorities as may be necessary

c. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of shareholders held on June 14, 2017.

d. Our Company has obtained approval from SME platform of BSE by way of a letter dated July 12, 2017 to use the name of the Stock Exchange in this Prospectus for listing of Equity Shares on the Stock Exchange.

### APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS

**A. Incorporation related Approvals:**

| Sr. No | Nature of Registration & License | Registration/License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Certificate of Incorporation as 'Captain Technocast Pvt. Ltd. | 61678/2010-11 (CIN: U27300GJ2010PTC061678) | Companies Act, 1956 | Registrar of Companies, Gujarat, Dadra and Nagar Haveli | July 20, 2010 | Valid till Cancelled |
| 2. | Fresh Certificate incorporation as 'Captain Technocast Ltd. | 61678/2010-11 (CIN: U27300GJ2010PTC061678) | Companies Act, 2013 | Registrar of Companies, Ahmadabad, Gujarat | April 21, 2017 | Valid till Cancelled |

**B. Taxation Related approvals:**

| Sr.No | Nature of Registration & License | Registration/License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Permanent Account Number (PAN | AAECC0636M | Income Tax Act, 1961 | Income Tax Department | July 20, 2010 | Valid till Cancelled |
| 2. | Tax Deduction Account Number (TAN) | RKTC01170B | Income Tax Act, 1961 | Income Tax Department | April 27, 2011 | Valid till Cancelled |
| 3. | Certificate of Importer - Exporter Code (IEC) | 2411015496 | The Foreign Trade (Development & Regulation) Act, 1992 | Foreign Trade Development Officer, Office of Jt. Director General of Foreign Trade | March 30, 2012 | Valid till Cancelled |
| 4. | Service Tax Registration (Taxable Services: Transport of Goods by Road) | AAECC0636M SD001 | The Finance Act, 1994 | Superintendent of Central Excise, Range-IV | September 17, 2012 | Valid till Cancelled |
| 5. | Value Added Tax Registration Certificate | 24092502462 | Gujarat Value Added Tax, 2003 | Assistant Commissioner of Commercial Tax | October 01, 2011 | Valid till Cancelled |
| 6. | Central Sales Tax Registration Certificate | 24592502462 | The Central Sales Tax Act, 1956 and Central Sales Tax (Registration and Turnover) Rules, 1957 | Assistant Commissioner of Commercial Tax | October 01, 2011 | Valid till Cancelled |
| 7. | Central Board of Excise and Customs. (refer to Note no.a) | AACC0636ME M001 | Central Excise Act 1944 | Assistant Commissioner of Central Excise, Rajkot (Gujarat) | Amendment in branches endorsed dated February 02, 2017 (Original date of issue October 03, 2011 ) | Valid till Cancelled |
| 8. | Goods & Service Tax Provisional Registration | 24AAECC0636 M1ZR | Central Goods & Service Tax Act 2017 | Government of India And Government of Gujarat | June 25, 2017 | Valid till Cancelled |
| 9. | Profession Tax Payer Enrollment Certificate | EC0906390159 | Gujarat State Tax on profession, trade, calling and employment Act, 1976 | Taluka Vikash Adhikari (Kotda Sangani | October 9 2013 | Valid till cancelled |
| 10. | Profession Tax Payer Registration Certificate | RC0906390160 | Gujarat State Tax on profession, trade, calling and employment Act, 1976 | Taluka Vikash Adhikari (Kotda Sangani | October 9 2013 | Valid till cancelled |

**C. Industrial Labour Related approvals:**

| S.No. | Nature of Registration & License | Registration/License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|
| **1.** | Registration under Employees' Provident Funds (EPF) | GJRAJ/00/77483/000 | Employee's Provident Funds & Miscellaneous Provisions Act, 1952 | The Regional Provident Fund Commissioner, Maninagar, Gujarat | May 14, 2012 | Valid till Cancelled |

**D. Technical & Business Approvals (Sr. No. 257, Plot No. – 4, N.H. No. 8-B, Shapar (Veraval), Tehsil- Kotda Sangani, District- Rajkot, Gujarat, India):**

| S.No. | Nature of Registration & License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Factory License* (License for setting up and operating Factory - Survey No.-257, Plot No. 4, N. H. No. 8-B, Shapar (Veraval), Rajkot, Gujarat-360002, India | 22047 | Factories Act, 1948 | Joint Director Industrial Safety and Health Rajkot Region | May 01, 2012 | December 31 , 2018 |
| 2. | Consent to Establish under Water (Prevention & Control of Pollution) Act-1974, and the Air Act, 1981 | CTE No. 73298 (Registration No: GPCB/CCA/ RJ-2724/ID-47545/328838) | Under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 | Gujarat Pollution Control Board, Environmental Engineer Ahmadabad | October 01, 2015 | July 23, 2020 |
| 3. | SSI licence (Entrepreneur memorandum for setting up micro small or medium enterprise) | 24-009-12-11525 | The Micro, Small And Medium Enterprises Development Act, 2006 | General manager District Industries center, Rajkot | 11/07/2012 | Valid till Cancelled |

***** *In addition to above factory License our Company has applied for License for its factory situated at - Plot No. 6/9, Revenue Survey No. 257/P Village Shapar, Taluka Kotda-Sangani, Rajkot, Gujarat, India on June 01, 2017*

**QUALITY CERTIFICATIONS/ CERTIFICATIONS**

| Sr. No. | Name of Registration/ License | Certificate/License No. | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|
| 1. | ISO 9001:2015 | 01 100 1536794 (For Manufacturing of Investment Casting and its Machined Components) | TUV Rheinland Cert Gmbh | March 14, 2017 | September 14, 2018 |
| 2. | D&B Certificate | 85-985-4058 | SME Rating Agency of India | July 23, 2014 | Valid till Cancelled |

**INTELLECTUAL PROPERTY RIGHTS:**

**The Details of Domain Name registered on the name of the Company is:-**

| S.No. | Domain Name and ID | Sponsoring Registrar and IANA ID | Registrant Name, and Address | Creation Date | Registration Expiry Date |
|---|---|---|---|---|---|
| 1. | Domain Name: CAPTAINTECHNOCAST.COM<br><br>Domain ID: 1674695068_DOMAIN_COM-VRSN | Registrar: TUCOWS DOMAINS, INC.<br><br>Registrar IANA ID: 69 | Registrant Name: captain technocast pvt ltd<br>Registrant Address: shapar (veraval) dist rajkot, Gujarat - 360002 | August 31, 2011 | August 31, 2017 |

**APPROVAL/LICENSES /PERMISSIONS APPLIED FOR OR RENEWED**

In addition to the above, following are the licenses/approvals/registrations that our company has applied or renew but not procured as on date of this Prospectus:-

| Sr.No. | Name of Registration/ License | Issuing Authority | Date of Application |
|---|---|---|---|
| 1. | **Factory License**<br>(License for setting up and operating Factory at Plot No. 6/9, Revenue Survey No. 257/P Village Shapar, Taluka Kotda-Sangani, Rajkot, Gujarat, India on June 01, 2017) | Assistant Director, Industrial Safety and Health, Rajkot Region | June 01, 2017 |

## OTHER REGULATORY AND STATUTORY DISCLOSURES

**Authority for the Issue**

**Fresh Issue**

The Board of Directors, pursuant to a resolution passed at their meeting held on April 29, 2017 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting held on June 14, 2017 authorized the Issue.

**Offer for Sale**

The Offer for Sale has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on May 17, 2017 and approval of shareholders has been taken by passing special resolution passed under section 28 of the Companies Act, 2013 at an Annual General Meeting held on June 14, 2017.

The Selling Shareholders have authorized the transfer of Equity Shares pursuant to the Offer as set out in below table.

| Sr No | Name of Selling Shareholder | Date of Authorization Letter | Number of Equity Shares offered for sale |
|---|---|---|---|
| 1 | Mr. Rameshbhai Devrajbhai Khichadia, | May 16, 2017 | 95000 |
| 2 | Mrs. Sangeetaben Rameshbhai Khichadia, | May 16, 2017 | 80000 |
| 3 | Mr. Ritesh Rameshbhai Khichadia, | May 16, 2017 | 49000 |
| 4 | Mr. Dipak Durlabhbhai Bhut, | May 16, 2017 | 92000 |
| 5 | Mr. Dharmeshbhai B. Dadhaniya | May 16, 2017 | 83500 |
| 6 | Mr. Kanji Moahanbhai Pansuria | May 16, 2017 | 30000 |
| 7 | Mrs. Rashmita S. Bhalu | May 16, 2017 | 45500 |
| 8 | Mrs. Sonalben S. Bhut | May 16, 2017 | 25000 |
| 9 | Mr. Vaghjibhai Govabhai Bhalu | May 16, 2017 | 54000 |
| 10 | Mr. Kaushikbhai Vashrambhai Mori | May 16, 2017 | 46000 |
| | **Total** | | **600000** |

The Equity shares being offered by the Selling Shareholders have been held for a period of at least one year prior to the date of filing of this Prospectus and, hence, eligible for being offered for sale in the Offer. The Selling Shareholders have confirmed that they have not been prohibited from dealings in securities market and the Equity Shares offered and to be sold are free from any lien, encumbrance or third party rights.

Our Company has obtained in-principle approval from the SME Platform of BSE for using its name in this Prospectus/Prospectus pursuant to an approval letter dated July 12, 2017. BSE is the Designated Stock Exchange.

**Prohibition by SEBI or governmental authorities**

We confirm that there is no prohibition on our Company, Selling Shareholders, our Promoters, our Promoters Group, our Directors, our Group Companies or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Selling Shareholders, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

**Association with Securities Market**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

**Prohibition by RBI**

Neither our Company, Selling Shareholders, our Promoters, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "Outstanding Litigations and Material Development" beginning on page 237 of the Prospectus.

**Eligibility for the Issue**

Our Company is eligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Issue.

Our Company is an "Unlisted Company" 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:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue is 100% underwritten and that the LM to the Issue Shall underwrites minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "General Information – Underwriting" beginning on page 47 of this Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the LM and will enter into agreement with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to section titled "General Information – Details of the Market Making Arrangements for this Issue" beginning on page 47 of this 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 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 laid down under circular dated April 1, 2015 (http://www.bsesme.com/static/getlisted/criteriaisting.aspx?expandable=0), which states as follows:

2. Net Tangible Assets of at least ₹ 3 Crore as per the latest audited financial results (as restated).

3. Net worth (excluding revaluation reserves) of at least ₹ 3 crore as per the latest audited financial results (as restated)

4. 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 ₹ 5 Crores.

5. Distributable Profit, Net Tangible Assets and Net worth of the Company as per the restated financial statements for the year ended March 31, 2017, March 31, 2016, and March 31, 2015, is as set forth below:-

*(Amount in Rs)*

| **Particulars** | **As at** | | |
|---|---|---|---|
| | **March 31, 2017** | **March 31, 2016** | **March 31, 2015** |
| Distributable Profit* | 13,217,435 | 2,607,368 | 959,559 |
| Net Tangible Assets** | 56,224,589 | 22,859,599 | 20,174,756 |
| Net Worth*** | 56,987,999 | 23,221,120 | 20,608,428 |

* Distributable Profit has been calculated as per Section 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 ₹ 3 crore.

*** Net worth includes shares capital and Reserves (Excluding Revaluation Reserve ) Less Miscellaneous Expenditure not written off, if any, & Debit Balance of Profit and Loss Account not wrote off, if any. As is evident, our Company has a Net Worth of over ₹ 3 Crores.

6. The Post Issue paid up capital of our Company shall be at least ₹ 3 Crore. As detailed in chapter "Capital Structure" on page 55 of this Prospectus our Company will have a post issue capital of ₹ 5,10,50,250 ( Rupees Five crore Ten lakhs Fifty thousand and Two hundred and Fifty)

7. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company will enter into an agreement for registration with the Central Depositary Services Limited (CDSL) dated July 04, 2017 and. National Securities Depository Limited (NSDL) dated July 06, 2017 for establishing connectivity.

8. Our Company has a website i.e. www.captaintechnocast.com

9. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

10. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

11. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

12. 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 exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY 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 COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 13, 2017 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 PROSPECTUS PERTAINING TO THE SAID ISSUE**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, SELLING SHAREHOLDERS, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THEISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THECOMPANY, WE CONFIRM THAT:**

   A. **THE PROSPECTUS FILED WITH THE EXCHANGE 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 PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE 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 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 COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE.**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY 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 COMPANY 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 COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMATERLISED 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 PROSPECTUS:**

A. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY AND**

B. **AN UNDERTAKING FROM THE COMPANY 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 COMPLAINCE**

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 THECOMPANY, 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 PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE 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 PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2. **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED 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 COMPANY**

5. **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO 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 PROSPECTUS. - NOT APPLICABLE**

**6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE**

***Note:***

*The filing of this Prospectus does not, however, absolve our company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.*

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Gujarat, Ahmedabad in terms of sections 26, 32 and 33 of the Companies Act, 2013.*

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

| Sr. No. | Issue name | Issue size (Rs in Cr.) | Issue Price (Rs.) | Listing date | Opening Price on listing date | +/-% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Globe international Carriers Limited | 5.1696 | 24.00 | October 19, 2016 | 24.95 | 0.00% [-6.75%] | -1.46% [-3.02%] | 7.50% [5.55%] |
| 2. | Art Nirman Limited | 5.01 | 25.00 | October 19, 2016 | 30.00 | 12.00% [-6.75%] | 12.20% [-3.02%] | 6.00% [5.55%] |
| 3. | Krishana Phoschem Limited | 19.728 | 30.00 | February 27, 2017 | 36.00 | 17.50% [2.78%] | 16.83% [7.96%] | NA |
| 4. | Global education Limited | 10.245 | 150.00 | March 02, 2017 | 180.00 | 58.33% [3.80%] | 83.33% [8.15%] | NA |
| 5. | RMC Switchgears Limited | 4.1472 | 27.00 | March 14, 2017 | 32.40 | 41.85% [0.06%] | 42.59% [5.61%] | NA |
| 6. | Laxmi Cotspin Limited | 9.60 | 20.00 | March 31, 2017 | 21.00 | -11.75% [1.42%] | -16.00% [3.46%] | NA |
| 7. | Dev Information Technology Limited | 6.25 | 42.00 | April 17, 2017 | 50.40 | 39.52% [4.23%] | NA | NA |
| 8. | Vadivarhe Speciality Chemicals Limited | 14.46 | 42.00 | June 02, 2017 | 50.40 | 146.90% [-0.40%] | NA | NA |
| 9. | Globe Textile (India) Limited | 13.7088 | 51.00 | June 23, 2017 | 50.00 | NA | NA | NA |
| 10. | Accord Synergy Limited | 5.832 | 60.00 | July 06, 2017 | 72.00 | NA | NA | NA |

*Source: Price Information* www.bseindia.com.& www.nseindia.com *, Issue Information from respective Prospectus.*

**Summary statement of Disclosure:**

| Financial Year | Total no. of IPOs | Total amount of funds raised (Rs. Cr.) | No. of IPOs trading at discount- 30th calendar days from listing | | | No. of IPOs trading at Premium- 30th calendar days from listing | | | No. of IPOs trading at discount- 180th calendar days from listing | | | No. of IPOs trading at Premium- 180th calendar days from listing | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2013-14 | 3(1) | 10.66 | - | - | 1 | 1 | 1 | - | - | - | - | 2 | - | 1 |
| 2014-15 | 7(2) | 38.25 | - | - | - | 2 | - | 5 | - | - | - | 3 | - | 4 |
| 2015-16 | 8(3) | 34.20 | - | - | 1 | 2 | 2 | 3 | - | - | - | 3 | 1 | 4 |
| 2016-17 | 12(4) | 99.90 | - | - | 2 | 3 | 3 | 4 | - | - | 2 | 3 | 1 | 2 |
| 2017-18 | 4(5) | 40.25 | - | - | - | 1 | 1 | - | - | - | - | - | - | - |

*(1) The scrips of Samruddhi Realty Limited, Captain Polyplast Limited and Tentiwal Wire Products Limited were listed on April 12, 2013, December 11, 2013 and December 31, 2013 respectively.*

*(2)The scrips of R&B Denims Limited , Bansal Roofing Products Limited, Atishay Infotech Limited, Dhabriya Polywood Limited, Vibrant Global Capital Limited, ADCC Infocad Limited and Captain Pipes Limited were listed on April 22, 2014, July 14, 2014, October 16, 2014, October 17, 2014, October 21, 2014, October 22, 2014, and December 11, 2014 respectively.*

*(3)The scrips of O.P. Chains Limited, Junction Fabrics and Apparels Limited, Loyal Equipments Limited, Emkay Taps & Cutting Tools Limited, Universal Autofoundry Limited, Bella Casa Fashion and Retail Limited , Vishal Bearings Limited and Cawasji Behramji Catering Services Limited were listed on April 22, 2015, July 10, 2015, July 16, 2015, August 13, 2015, September 4, 2015, October 15, 2015, October 15, 2015 and October 19, 2015 respectively.*

*(4) The scrips of Raghav Ramming Mass Limited and Advance Syntex Limited was listed on April 13, 2016 and July 12, 2016 respectively. Further, Aurangabad Distillery Limited, Pansari Developers Limited, Dhanuka Realty Limited, Globe International Carriers Limited and Art Nirman Limited were listed on October 17, 2016, October 18th, 2016, October 18th, 2016, October 19th, 2016 and October 19th, 2016 respectively and has completed 180th day from date of listing. Further Krishana Phoschem Limited and Global Education Limited as listed on February 27, 2017 and March 02, 2017 respectively and have not completed 180th days*
*Further RMC Switchgears Limited was listed on March 14, 2017 and Laxmi Coptsin Limited was listed on March 31, 2017have not completed 180th days.*

*(5) The Script of Dev Information Technology Limited & Vadivarhe Speciality Chemicals Limited was listed on April 17, 2017and June 02, 2017 respectively and has not completed 90th and 180th days from Listing. Further the Script of Globe Textile (India) Limited & Accord Synergy Limited was listed on June 23, 2017 and July 06, 2017 respectively and has not completed 30th, 90th and 180th days from Listing*

Note:

a) Based on date of listing.
b) BSE SENSEX and CNX NIFTY has been considered as the benchmark index.
c) Prices on BSE/NSE are considered for all of the above calculations.
d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.

e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
f) N.A. – Period not completed.
g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

**Track Record of past issues handled by Hem Securities Limited**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.hemsecurities.com

**Disclaimer from our Company, Selling Shareholders, Directors and the Lead Manager**

Our Company, the selling shareholders, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

**Caution**

The LM accept no responsibility, save to the limited extent as provided in the Agreement entered between the LM (Hem securities Limited), Selling Shareholders and our Company on June 15, 2017 the Underwriting Agreement dated July 04, 2017 entered into between the Underwriters, Selling Shareholders and our Company and the Market Making Agreement dated July 04, 2017 entered into among the Market Maker and our Company.

All information shall be made available by our Company, Selling Shareholders and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates or Selling Shareholders, for which they have received and may in future receive compensation.

**Note**

Applicants who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, Selling Shareholders and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial

institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan, India only.

No action has been, or will be, taken to permit a public Offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the SME Platform of BSE**

BSE Ltd. ("BSE") has given vide its letter dated July 12, 2017, permission to our Company to use its name in this offer document as one of the stock exchanges on which our Company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this Company. BSE does not in any manner:

i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. Warrant that this Company's securities will be listed or will continue to be listed on BSE; or
iii. 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 offer document has been cleared or approved by the 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.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

**Filing**

A copy of this Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, SEBI Western Regional Office, SEBI Unit No. 002, Ground Floor SAKAR I near Gandhigram Railway Station, Opposite Nehru Bridge, Ashram Road, Ahmedabad-380009, Gujarat for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the ROC Bhawan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpur, Ahmedabad, 380013, Gujarat

**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 been made to SME Platform of BSE for obtaining permission 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 Prospectus vide its letter dated July 12, 2017.

BSE is 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 Prospectus. If such money is not repaid within the prescribed time then our Company and Selling Shareholders 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. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company and Selling Shareholders shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period, subject to applicable law.

**Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

**Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the issue to act in their respective capacities have been be obtained as required as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. P. Ghanshyam & Co., Chartered Accountants, Statutory Auditor and SVK & Associates, Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

**Experts Opinion**

Except for the reports in the section "Financial information of the Company" and "Statement of Tax Benefits" on page 175 and page 108 of this 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 ₹ 28.00 lacs, which is 4.91% of the Issue size. The estimated Issue related expenses include Issue Management Fee, underwriting and management fees SCSB's commission/ Selling commission, fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our company and Selling Shareholders as decided mutually. However, the issue related expenses will be shared between our Company and the Selling Shareholder.

The Estimated Issue expenses are as under:-

| Particulars | Expenses | As a % of total expenses | As a % of Issue |
|---|---|---|---|
| Payment to Merchant Banker including, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Bankers etc. and other out of pocket expenses* | 20.75 | 74.11 | 3.64 |
| Printing & Stationery, Distribution and Postage expenses etc | 2.00 | 7.14 | 0.35 |
| Advertising and Marketing Expenses | 2.50 | 8.92 | 0.44 |
| Statutory & Regulatory Fees and other expenses | 2.75 | 9.82 | 0.48 |
| **Total estimated Issue Expenses*** | 28.00 | 100.00 | 4.91 |

**Fees, Brokerage and Selling Commission payable to the LM**

The total fees payable to the Lead Manager will be as per the (i) Agreement dated June 15, 2017 with the Selling Shareholders and the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated July 04, 2017 with the Selling Shareholders and Underwriter and (iii) the Market Making Agreement dated July 04, 2017 with the Selling Shareholders and Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

**Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated June 15, 2017 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

**Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

**Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled "Capital Structure" beginning on page 55 of this Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

**Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Except our Group Company, Captain Pipes Limited which had come out with the Initial Public Offer on SME platform of BSE during the year 2014, details of which is provided in the chapter titled "Our Group Companies" on page 167 of this Prospectus, neither our Company nor any of our other Group Companies which are under the same management within the meaning of section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013, had made any public issue (including any rights issues or composite issues to the public) during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Except as disclosed below and in the section "Capital Structure" and "Our Promoters & Promoter Group and Our Group Company" on page 55 and 159 respectively, neither of our Company nor our Group Company /subsidiaries and associates of our Company has undertaken any previous public or rights issue of equity shares immediately preceding the date of filing of this Prospectus with the BSE

The Equity Shares of Captain Pipes Limited was listed on SME Platform of BSE in the year 2014. The details of the performance vis-a-vis objects are:

| Name of the Company | Objects of the Issue |
|---|---|
| **Captain Pipes Limited** | To meet working capital requirements of our Company. The Management and the Statutory Auditors of our Company M/s. P. H. Patel & Associates, Chartered Accountants vide their certificate dated June 13, 2017 has certified that the fund raised through IPO has been deployed for the purpose for which it was raised and there was no deviation in actual utilization of funds |

Other than as detailed above, none of the Group Company has made Public Issue or Rights Issue of equity shares immediately preceding the date of filing of this Prospectus with the BSE.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Outstanding Convertible Instruments**

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

**Option to Subscribe**

Equity Shares being issued through the Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or 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 Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this 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.

The Applicants should give full details such as name of the sole/ first applicant, application Form number, DP ID, Client ID, PAN, date of the Application Form, address, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted. Further, the Applicant shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

**Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company will constitute Stakeholders Relationship Committee in the meeting of our Board of Directors before listing of Equity Shares on Stock Exchange. For further details on the Committees, please refer to section titled "Our Management" beginning on page 147 of this Prospectus.

**Our Company has appointed Mr. Ankur Pradumanbhai Makwana, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

**Ms. Ankur Pradumanbhai Makwana**
**Captain Technocast Limited**
**Survey No-257, Plot No. 4, N.H. NO. 8-B,**
**Shapar (Veraval), Rajkot**
**Gujarat- 360002 India**
E-mail: compliance@captaintechnocast.com
Website: www.captaintechnocast.com

Investors can contact the Compliance Officer or the Registrar in case of any pre- Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

**Status of Investor Complaints**

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

**Disposal of investor grievances by listed companies under the same management as our Company**

For details, see the chapter "Our Group Companies" beginning on page 167 of this Prospectus.

**Change in Auditors during the last three (3) years**

There have been no changes in our Company's auditors in the last three (3) years.

**Capitalization of Reserves or Profits**

Except as disclosed under section titled "Capital Structure" beginning on page 55 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

**Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "Statement of Tax Benefits" beginning on page 108 of this Prospectus.

**Purchase of Property**

Other than as disclosed in Section "Our Business" on page 121 of the Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the 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.

Except as stated elsewhere in the Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**Servicing Behavior**

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation**.**

**Except as disclosed in chapter titled "Our Management" beginning on page 147 and "Annexure W – Statement of Related Party Transactions" beginning on page 213 of the Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.**

## SECTION VII – ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2009 , our Memorandum and Articles of Association, the terms of the Prospectus, the Prospectus, the Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November, 10th 2015, all the investors applying in this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorizing the banks to make payment in case of allotment by signing the application forms.*

For details in relation to Issue expenses, see "Objects of the Issue" and "Other Regulatory and Statutory Disclosures" on pages 98 and 246 respectively.

**Authority for the Issue**

**Fresh Issue**

The Board of Directors, pursuant to a resolution passed at their meeting held on April 29, 2017 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting held on June 14, 2017 authorized the Issue.

**Offer for Sale**

The Offer for Sale has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on May 17, 2017 and approval of shareholders has been taken by passing special resolution passed under section 28 of the Companies Act, 2013 at an Annual General Meeting held on June 14, 2017.

**Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "Main Provisions of Articles of Association of the Company" on page 310 of the Prospectus.

**Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to "Dividend Policy" on page 174 of the Prospectus.

**Face Value and Issue Price**

The Equity Shares having a Face Value of ₹ 10.00 each are being offered in terms of the Prospectus at the price of ₹ 40.00 per equity Share (including premium of ₹ 30.00 per share). The Issue Price is determined by our Company and Selling Shareholders in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" on page 105 of the Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

**Compliance with the disclosure and accounting norms**

Our Company shall comply with all requirements of the SEBI ICDR Regulations, 2009. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled "Main Provisions of Articles of Association of the Company" beginning on page 310 of the Prospectus.

**Minimum Application Value, Market Lot and Trading Lot**

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated July 06, 2017 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 04, 2017 between CDSL, our Company and Registrar to the Issue; and

The trading of the Equity Shares will happen in the minimum contract size of 3000 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 Issue will be done in multiples of 3000 Equity Shares and is subject to a minimum allotment of 3000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

**Minimum Number of Allottees**

The minimum number of allottees in the Issue shall be 50 shareholders In case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

**Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

**Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

1. To register himself or herself as the holder of the Equity Shares; or
2. To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Period of Operation of Subscription List of Public Issue**

| | |
|---|---|
| **ISSUE OPENS ON** | July 20, 2017 |
| **ISSUE CLOSES ON** | July 24, 2017 |

**Minimum Subscription**

*In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.*

As per section 39 of the Companies Act 2013, if the "stated minimum amount" has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If 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, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 read with Rule 11 of Companies(Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any.

Further, in accordance with Regulation [106R] of SEBI ICDR Regulations, The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

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 3000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

**Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled "Capital Structure" beginning on page 55 of the Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details please refer sub-heading "Main Provisions of the Articles of Association" on page 310 of the 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, Selling Shareholders and the Lead Manager are not liable to inform to inform the investors of any amendments or modifications 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 receive Equity Shares in Dematerialized Form**

As per section 29(1) of the new Companies Act 2013, and in accordance with SEBI (ICDR) Regulations, every company making public offer shall issue securities 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-materialize 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 the Company is likely to increase above ₹ 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), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board

**OR**

- If the Paid up Capital of the company is more than Rs. 10 Crore but below Rs. 25 Crore, Our Company may still apply for migration to the Main Board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**Market Making**

The shares offered through this Issue are proposed to be listed on the SME platform of BSE, 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

the Company, the Lead Manager and the Market Maker please refer to "General Information - Details of the Market Making Arrangements for this Issue" on page 52 of the 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 ₹ 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.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat, India. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M) (1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is not more than ₹ 10 Crore and upto ₹ 25 Crore, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 261 and 270 of the Prospectus.

The Issue comprise of a Public Issue of 14,25,000 Equity Shares of Face Value of ₹ 10/- each fully paid (The "Equity Shares") for cash at a price of ₹ 40/- per Equity Shares *(including a premium of* ₹ 30/- *per equity share)* aggregating to ₹ 570 lacs (*"the issue"*) by our Company of which 75,000 Equity Shares of ₹ 10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of 13,50,000 Equity Shares of ₹ 10/- each is hereinafter referred to as the net issue, comprising the Fresh Issue of 8,25,000 Equity Shares and the Offer for Sale of 6,00,000 Equity Shares by Selling Shareholders. The Issue and the Net Issue will constitute 27.91% and 26.44% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Fixed Price Issue Process

| Particulars of the Issue | Net Issue to Public* | Market Maker Reservation Portion |
|---|---|---|
| Number of Equity Shares available for allocation | 13,50,000 Equity Shares | 75,000 Equity Shares |
| Percentage of Issue Size available for allocation | 94.74% of the Issue Size | 5.26% of the Issue Size |
| Basis of Allotment | Proportionate subject to minimum allotment of 3000 Equity Shares and further allotment in multiples of 3000 Equity Shares each. For further details please refer to *"Issue Procedure - Basis of Allotment"* on page 301 of this Prospectus. | Firm Allotment |
| Mode of Application | All the applications shall make the application (Online or Physical) through ASBA Process Only | Through ASBA Process Only |
| Mode of Allotment | Compulsorily in dematerialized form. | Compulsorily in dematerialized form. |
| Minimum Application Size | **For Other than Retail Individual Investors:**<br>Such number of Equity Shares in multiples of 3000 Equity Shares at an Issue price of ₹ 40.00 each, such that the Application Value exceeds ₹ 2.00 Lakh.<br><br>**For Retail Individuals Investors:**<br>3000 Equity Shares at an Issue price of ₹ 40.00 each | 75,000 Equity Shares |
| Maximum Application Size | **For Other than Retails Individual Investors:**<br>The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations | 75,000 Equity Shares |

| | | |
|---|---|---|
| | applicable.<br><br>**<u>For Retail Individuals Investors:</u>**<br>Such number of Equity Shares in multiples of 3000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000/- | |
| Trading Lot | 3000 Equity Shares | 3000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009. |
| Application lot Size | 3000 Equity Shares thereafter Equity Shares and in multiples of 3000 | |
| Terms of Payment | Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form. | |

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to *"Issue Structure"* on page 267 of the Prospectus.

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

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

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

**Withdrawal of the Issue**

The Company and Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company and Selling Shareholders wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company and the Selling Shareholders withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.
Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

**Issue Programme**

| | |
|---|---|
| **ISSUE OPENING DATE** | July 20, 2017 |
| **ISSUE CLOSING DATE** | July 24, 2017 |

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:
a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "-PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days.*

***Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change.*** *Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this 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, Selling Shareholders 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 Prospectus.**

## PART A

### Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediaries. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

### Application Form

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. The prescribed color of the Application Form for various categories applying in this issue is as follows:

| Category | Color |
|---|---|
| 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 Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called ***"Designated Intermediaries")***

| Sr. No. | Designated Intermediaries |
|---|---|
| a) | An SCSB, with whom the bank account to be blocked, is maintained |
| b) | A syndicate member (or sub-syndicate member) |
| c) | 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') |
| d) | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| e) | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| **For Applications submitted by Investors to SCSB:** | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| **For applications submitted by investors to intermediaries other than SCSBs:** | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

**Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE 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:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**MAXIMUM AND MINIMUM APPLICATION SIZE**

1. **For Retail Individual Applicants**

The Application must be for a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 3000 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. A QIB and a Non-Institutional Investor cannot withdraw or lower the size of their application at any stage and are required to pay the entire amount of application upon submission of the application.
In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 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 Prospectus.**

**The above information is given for the benefit of the Applicants. Our Company, Selling Shareholders 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.**

**Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

**Option to Subscribe in the Issue**

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Applicants:**

1. Our Company, Selling Shareholders 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.

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 DesignatedIntermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs) , the relevant SCSB , shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

**Applications by eligible NRIs/ FPI's on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

**As Per The Current Regulations, The Following Restrictions Are Applicable For Investments By FPIs.**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (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**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.
The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company and Selling Shareholders 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 and the Selling Shareholders 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 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 Prospectus.

**Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to 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 withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if 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 ₹ 40.00 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 Intermediariesor
   (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 available at the terminals of Designated Intermediariesand their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediariescan 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 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 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 75,000 Equity Shares shall be reserved for Market Maker and 13,50,000 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, Selling Shareholders and LM has entered into an Underwriting Agreement dated July 04, 2017.

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 Centers),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to not release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than five applications from one bank account.

**Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate

members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com

**Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

**Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

**Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

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

**Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

**Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

**Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below*:

"Any person who—

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

**Undertakings by Our Company**

We undertakes as follows:

1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
4) That the our Promoters' contribution in full has already been brought in;
5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

**Undertakings by the Selling Shareholders**

1) The Equity Shares offered pursuant to the Offer for Sale have been held by the Selling Shareholder for a period of at least one year prior to the date of this Prospectus, are free and clear of any liens or encumbrances and, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on equity shares held for a period of at least one year prior to the filing of this Prospectus and has been issued out of free reserves and share premium existing in the Financial Statement of the company;

2) The Selling Shareholder is the legal and beneficial owner of and has full title to the Investor Offered Shares;

3) The Selling Shareholder will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

4) The Selling Shareholder will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered in the Offer for Sale; and

5) The Selling Shareholder will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale.

6) They shall take all such steps as may be required to ensure that the Equity Shares being sold by them pursuant to the Offer are available for transfer in the Offer within the time specified under applicable law; and

7) They shall comply with all applicable laws, in India, including the Companies Act, the SEBI Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by them in the Offer.

**Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company will sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated July 06, 2017 between NSDL, the Company and the Registrar to the Issue;
b) Agreement dated July 04, 2017 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE931X01010

## PART B

## GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue

### Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009"**) as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **("RoC").** Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

## Section 2: Brief Introduction to IPOs on SME Exchange

### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) 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 at least 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. 3 crore 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. 3 crore.

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 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 ₹ 1000 Lakhs. 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:

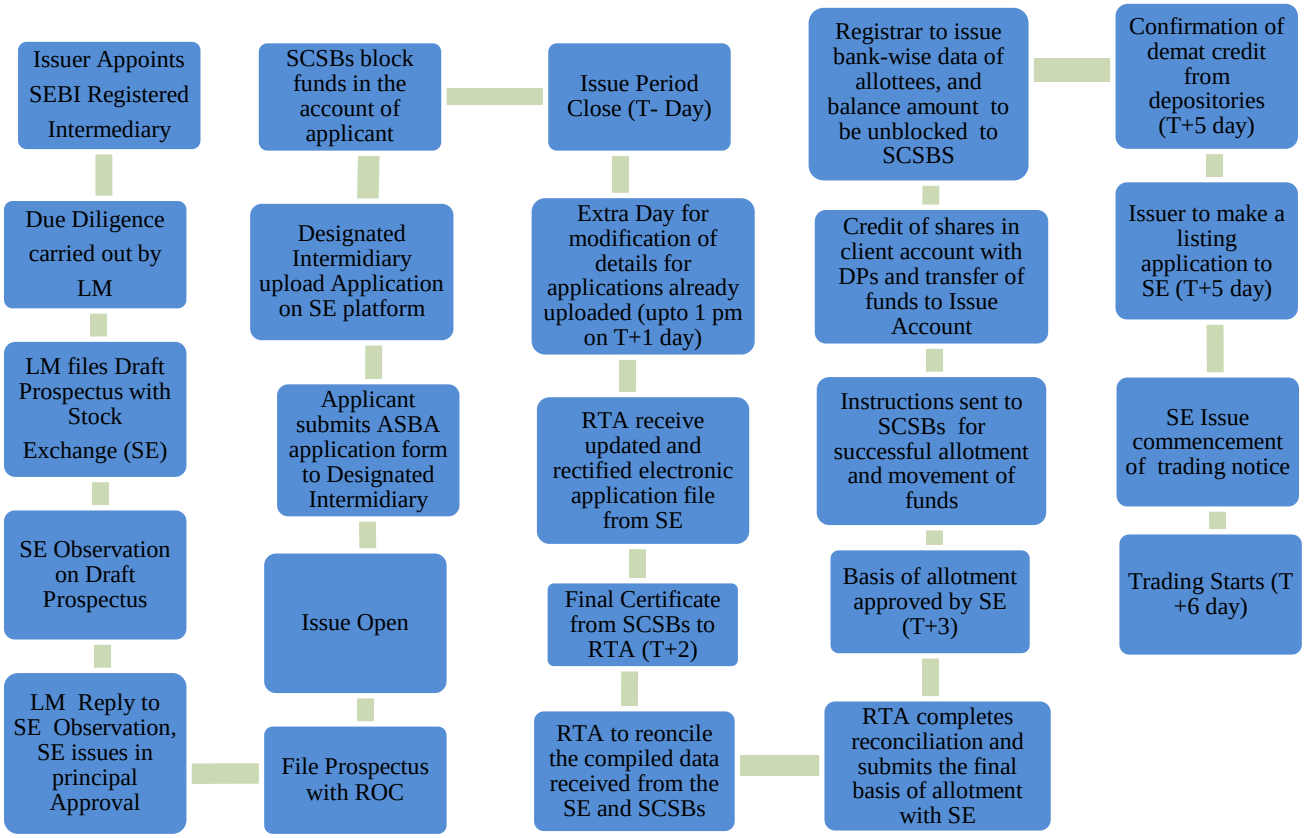
a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### 2.6 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:

**R Application Form:**

**COMMON BID CUM APPLICATION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**
Address : ..... Contact Details: ..... CIN No .....

**FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS**

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
INE0000000000

Bid cum Application Form No.

| SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE |
|---|---|
| SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE |
| BANK BRANCH SERIAL NO. | SCSB SERIAL NO. |

**1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER**

Mr. / Ms. _____

Address _____

Email _____

Tel. No (with STD code) / Mobile _____

**2. PAN OF SOLE / FIRST BIDDER**

**3. BIDDER'S DEPOSITORY ACCOUNT DETAILS** ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

**4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")**

| Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised) | Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| | 8 7 6 5 4 3 2 1 | 3 2 1 | 3 2 1 | 3 2 1 | |
| Option 1 | | | | | ☐ |
| (OR) Option 2 | | | | | ☐ |
| (OR) Option 3 | | | | | ☐ |

**5. CATEGORY**

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

**6. INVESTOR STATUS**

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

** HUF should apply only through Karta (Application by HUF would be treated on par with Individual)*

**7. PAYMENT DETAILS** — PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) _____ (₹ in words) _____

ASBA Bank A/c No. _____

Bank Name & Branch _____

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED 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**

Date : _____

**8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)**

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

**BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)**

TEAR HERE

LOGO

**XYZ LIMITED**
**INITIAL PUBLIC ISSUE - R**

**Acknowledgement Slip for Broker/SCSB/ DP/RTA**

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) _____ Bank & Branch _____

ASBA Bank A/c No. _____

Received from Mr./Ms. _____

Telephone / Mobile _____ Email _____

Stamp & Signature of SCSB Branch

TEAR HERE

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**

| | Option 1 | Option 2 | Option 3 |
|---|---|---|---|
| No. of Equity Shares | | | |
| Bid Price | | | |
| Amount Paid (₹) | | | |

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No. _____

Bank & Branch _____

Name of Sole / First Bidder _____

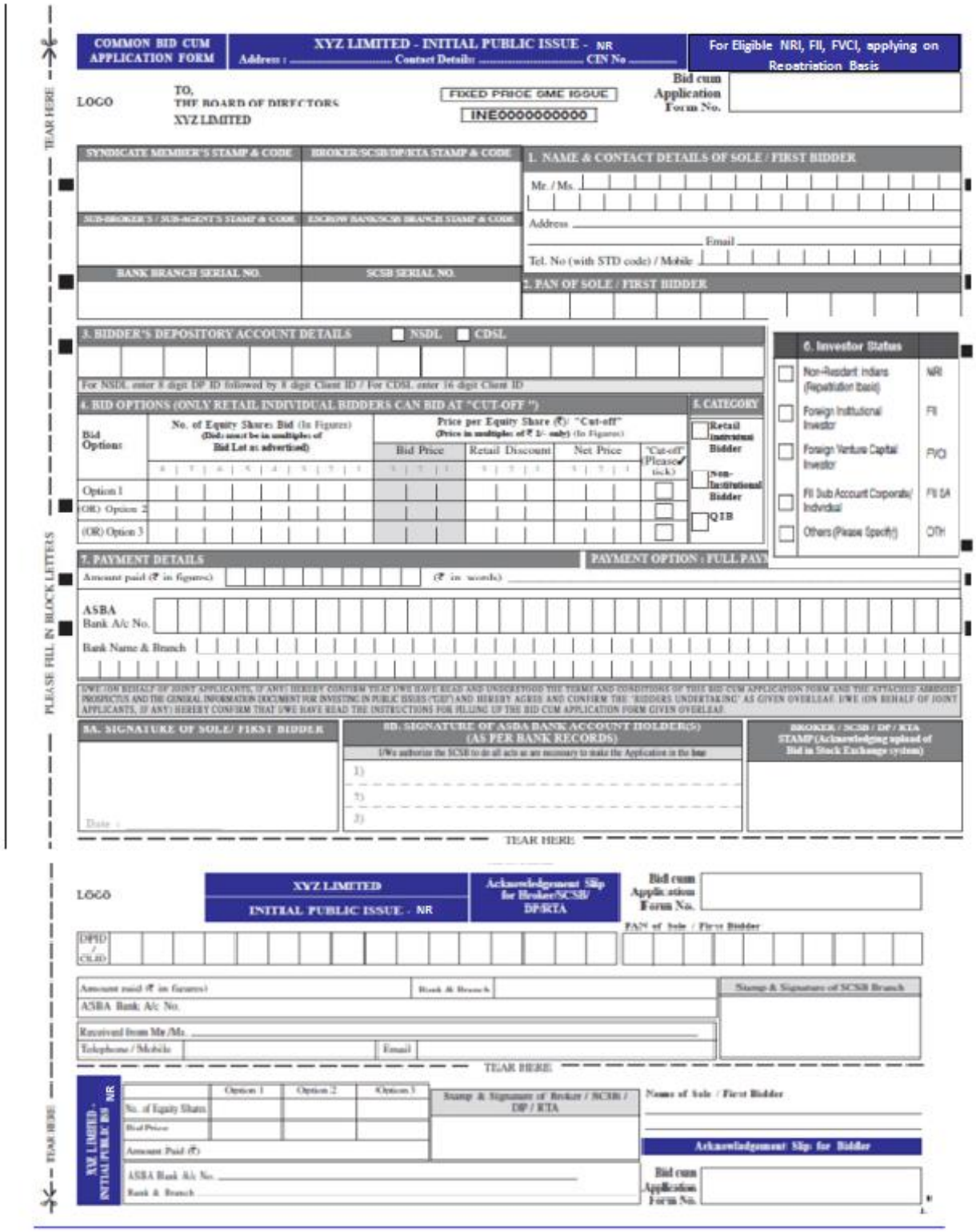
**Acknowledgement Slip for Bidder**

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

**NR Application Form:**



COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : ..... Contact Details: ..... CIN No .....

For Eligible NRI, FII, FVCI, applying on Registration Basis

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE

INE0000000000

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

| Bid Options | No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised) | Price per Equity Share (₹): "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | ☐ |
| (OR) Option 2 | | | | | ☐ |
| (OR) Option 3 | | | | | ☐ |

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. Investor Status

| | | |
|---|---|---|
| ☐ | Non-Resident Indians (Repatriation basis) | NRI |
| ☐ | Foreign Institutional Investor | FII |
| ☐ | Foreign Venture Capital Investor | FVCI |
| ☐ | FII Sub Account Corporate/ Individual | FII SA |
| ☐ | Others (Please Specify) | OTH |

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAY

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED 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

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE NR

| | Option 1 | Option 2 | Option 3 |
|---|---|---|---|
| No. of Equity Shares | | | |
| Bid Price | | | |
| Amount Paid (₹) | | | |

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of \Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,

b) The Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

c) **Joint Applications**: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**"Any person who:**

- **makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- **otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."**

e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

**4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE FIRST APPLICANT**

a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

**4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS**

a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

**4.1.4 FIELD NUMBER 4: APPLICATION DETAILS**

a) The Issuer may mention Price as per 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 3000 equity shares. As the application price payable by the retail individual applicants cannot exceed ₹ 200000 they can make Application for only minimum Application size i.e. for 3000 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 ₹ 200000 and in multiples of 3000 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 Prospectus.

c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

d) Applicants are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

e) The following applications may not be treated as multiple applications:

i. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.

iii. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

**4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2009 as amended for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009 as amended. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.

c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

**4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

d) Applicants should ensure that their investor status is updated in the Depository records.

**4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

b) All categories of investors can participate in the Issue only through ASBA mechanism.

c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

**4.1.7.1 Payment instructions for Applicants**

(a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

**4.1.8 Unblocking of ASBA Account**

a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose,

within the specified timelines: (i) the number of Equity Shares to be Allotted, if any, against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs to unblock the respective bank accounts.

b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### 4.1.8.1 Discount (if applicable)

a) The Discount is stated in absolute rupee terms.
b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

#### 4.1.8.2 Additional Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

### 4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.
d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

### 4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicants should contact the Registrar to the Issue.

ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSBs or Registered Brokers or Registered RTA/DP, as the case maybe.

iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

b) The following details (as applicable) should be quoted while making any queries –

i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Application was submitted; or

iii. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

**4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

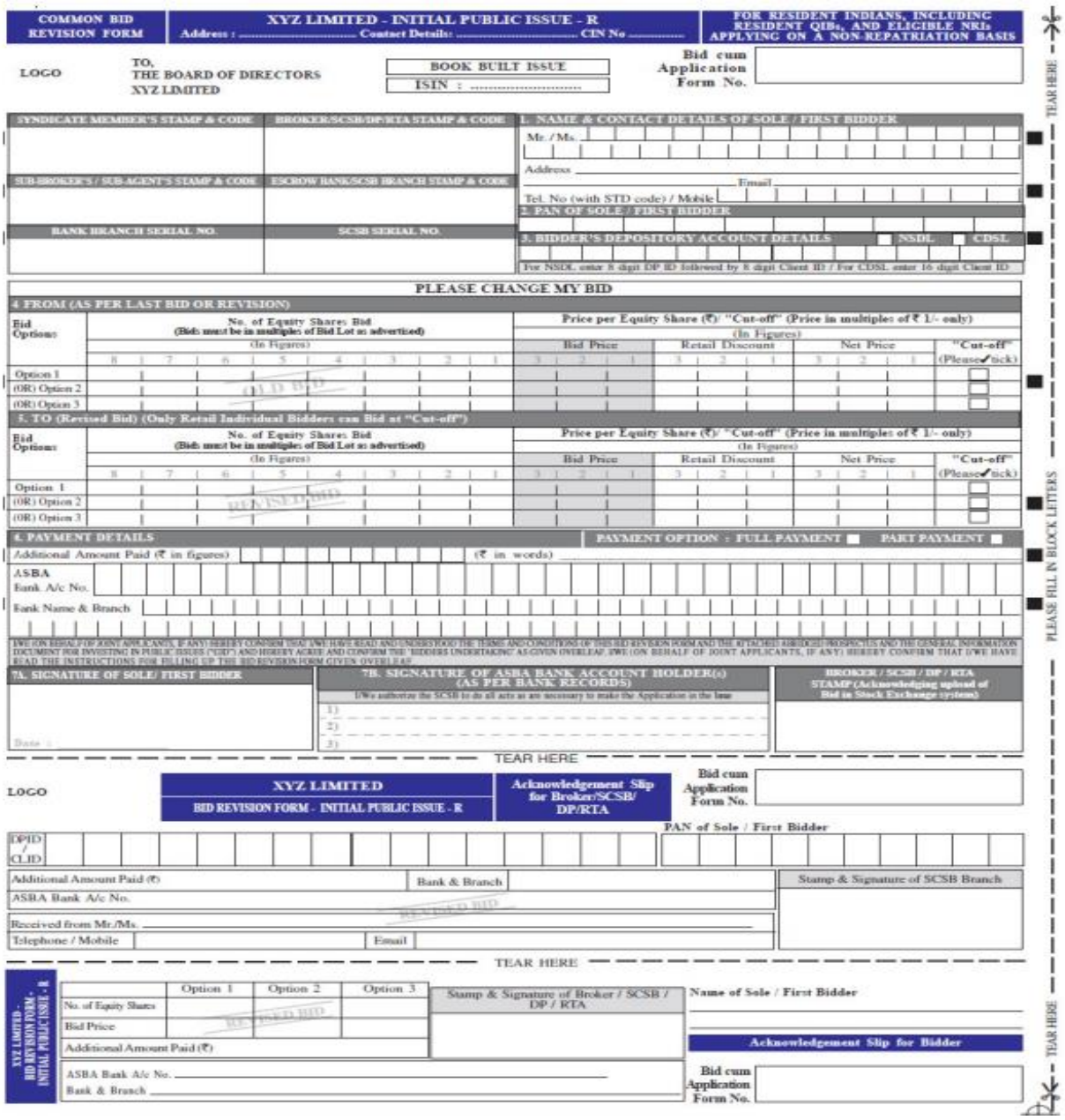
a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.

b) RII may revise or withdraw their applications till closure of the issue period QIBs and NII's cannot withdraw or lower their bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the application amount upon submission of the application.

c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : .....

Bid cum Application Form No.

TEAR HERE

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID

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) (In Figures) | Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | |
| (OR) Option 2 | | | | | |
| (OR) Option 3 | | | | | |

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

| Bid Options | No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) | Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | |
| (OR) Option 2 | | | | | |
| (OR) Option 3 | | | | | |

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

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 UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED 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 REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

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 Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹)

Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

| | Option 1 | Option 2 | Option 3 |
|---|---|---|---|
| No. of Equity Shares | | | |
| Bid Price | | | |
| Additional Amount Paid (₹) | | | |

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

**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.

**4.2.3FIELD 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 3000;
- Category not ticked;
- Multiple Applications as defined in this 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
- From one ASBA Account, more than five applications are made by applicant.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

**APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being the Fixed Price Issue this section is not applicable for this Issue.

## SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

### 7.1 Basis of Allotment

Allotment will be made in consultation with SME Platform of 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 3000 Equity Shares the allotment will be made as follows:
   i. Each successful applicant shall be allotted 3000 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 3000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 3000 Equity Shares subject to a minimum allotment of 3000 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 3000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.

f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:

i. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of 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 REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

**8.2 GROUNDS FOR UNBLOCKING OF FUNDS**

**8.2.1 Non Receipt of Listing Permission**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts. If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

**8.2.2 Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters , if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblocked the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations and the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

**8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

8.3 **Mode of Unblocking of Funds**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

**8.3.1Mode of making refunds for Applicants**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

**8.4 Interest In Case Of Delay in Allotment**

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

## SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

| Term | Description |
|---|---|
| Allotment/ Allot/ Allotted | The allotment of Equity Shares pursuant to the Issue to successful Applicants |
| Allottee | An Applicant to whom the Equity Shares are Allotted |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges |
| Application Form | The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue |
| Application Supported by Blocked Amount/ (ASBA)/ASBA | An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB |
| ASBA Account | Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant |
| ASBA Application | An Application made by an ASBA Applicant |
| Applicant | Prospective Applicants in the Issue who apply through ASBA |
| Basis of Allotment | The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue |
| Bid | The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date |
| Issue Closing Date | The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date |
| Issue Opening Date | The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date |
| Issue Period | Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period |
| Application Amount | The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable). |

| Term | Description |
|---|---|
| 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 Prospectus, whether applying through the ASBA or otherwise. |
| Applicant | Any prospective investor (including an ASBA Applicant) who makes an Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant |
| Book Built Process/ Book Building Process/ Book Building Method | The book building process as provided under SEBI ICDR Regulations, 2009, |
| Broker Centers | Broker Centers notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges. |
| Lead Manager/ LM | The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer. |
| Business Day | Monday to Friday (except public holidays) |
| CAN/Confirmation of Allotment Note | The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange |
| Client ID | Client Identification Number maintained with one of the Depositories in relation to demat account |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| Depositories | National Securities Depository Limited and Central Depository Services (India) Limited |
| Demographic Details | Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details |
| Designated Branches | Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on 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.<br><br>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.<br><br>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. |
| 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. |

| Term | Description |
|---|---|
| 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 Promoter and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus |
| Equity Shares | Equity shares of the Issuer |
| FCNR Account | Foreign Currency Non-Resident Account |
| First Applicant | The Applicant whose name appears first in the Application Form or Revision Form |
| FII(s) | Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India |
| Fixed Price Issue/Fixed Price Process/Fixed Price Method | The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made |
| FPIs | Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 |
| FPO | Further public offering |
| Foreign Venture Capital Investors or FVCIs | Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000 |
| IPO | Initial public offering |
| Issue | Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable |
| Issuer/ Company | The Issuer proposing the initial public offering/further public offering as applicable |
| Issue Price | The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s) |
| Maximum RII Allottees | The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot. |
| MICR | Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf |
| Mutual Fund | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996 |
| NECS | National Electronic Clearing Service |
| NEFT | National Electronic Fund Transfer |
| NRE Account | Non-Resident External Account |
| 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 |
| 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 Shareholders |

| Term | Description |
|---|---|
| Other Investors | Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| PAN | Permanent Account Number allotted under the Income Tax Act, 1961 |
| Pricing Date | The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price |
| Prospectus | The prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information |
| Public Issue Account | An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date |
| QIB Category | The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis |
| Qualified Institutional Buyers or QIBs | As defined under SEBI ICDR Regulations, 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 ₹ 200,000. |
| Retail Individual Shareholders | Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000. |
| Retail Category | The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis. |
| Revision Form | The form used by the Applicant in an issue to modify the quantity of Equity Shares indicates therein in any of their Application Forms or any previous Revision Form(s) |
| RoC | The Registrar of Companies |
| SEBI | The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 |
| SEBI ICDR Regulations, 2009 | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 |
| Self Certified Syndicate Bank(s) or SCSB(s) | A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html |
| Specified Locations | Refer to definition of Broker Centers |
| Stock Exchanges/ SE | The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed |
| Syndicate | The Book Running Lead Manager(s) and the Syndicate Member |
| Syndicate Agreement | The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants) |
| Syndicate Member(s)/SM | The Syndicate Member(s) as disclosed in the Prospectus |
| Underwriters | The Lead Manager(s) |
| Underwriting Agreement | The agreement dated entered into between the Underwriters and our company. |
| Working Day | Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India. |

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, the FDI Policy (as defined below) 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 Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued consolidates FDI Policy, which with effect from June 07, 2016 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 June 7, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

**Subscription by foreign investors (NRIs/FPIs)**

FPIs are permitted to subscribe to Equity 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. SEBI registered FPIs have been permitted to purchase shares of an Indian company through public offer, subject to total FPI investment being within the individual FPI/sub account investment limit of 10 per cent subject to the total sectoral cap of all FPIs/sub-accounts put together being 24 per cent of the paid-up capital of the Indian company.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

**Representation from the Applicants**

No person shall make an application in the Offer, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

Investors that make application under the Offer ,will be required to confirm and will be deemed to have represented to our Company, the Underwriters, and their respective directors, officers, agents, affiliates and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, 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, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

There is no reservation for Non Residents, NRIs, FPIs, foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor. All Non Residents, NRIs, FPIs and foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor applicants will be treated on the same basis with other categories for the purpose of allocation.

As per the existing policy of the Government of India, OCBs also cannot participate in any Public Issue.

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 or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S promulgated 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 only being offered and sold outside the United States to certain persons in offshore transactions in compliance with Regulation S under the Securities Act.

Our Company, Selling Shareholders, LM and the Offer Management Team are not making any selling efforts in any jurisdiction outside India.

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

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

| ARTICLE NO. | INTERPRETATION | HEADING |
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| 1 | In these Articles unless there be something in the subject matter or context inconsistent therewith: | |
| | i. "**The Act**" means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force. | **The Act** |
| | ii. "**Articles**" means Articles of Association of the Company as originally framed or altered from time to time | **Articles** |
| | iii. **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996. | **Beneficial Owner** |
| | iv. "**Board or Board of Director**" means the Collective body of the Board of Directors of the Company. | **Board or Board of Directors** |
| | v. "**Chairman**" means the Chairman of the Board of the Directors of the Company. | **Chairman** |
| | vi. **"The Company**" means Captain Technocast Limited | **The Company** |
| | vii. "**Depositories Act, 1996**" shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force. | **Depositories Act,1996** |
| | viii. "**Depository**" shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996. | **Depository** |
| | ix. "**Directors**" mean the Directors for the time being of the Company. | **Directors** |
| | x. "**Dividend**" includes any interim dividend | **Dividend** |
| | xi. "**Document**" means a document as defined in Section 2 (36) of the Companies Act, 2013. | **Document** |
| | xii. "**Equity Share Capital**", with reference to any Company limited by shares, means all share capital which is not preference share capital | **Equity Share Capital** |
| | xiii. "**KMP**" means Key Managerial Personnel of the Company provided as per the relevant sections of the Act. | **KMP** |
| | xiv. "**Managing Director**" means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called. | **Managing Director** |
| | xv. "**Month**" means Calendar month | **Month** |
| | xvi. "**Office**" means the registered office for the time being of the Company. | **Office** |
| | xvii. "**Paid-up share capital**" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called | **Paid-up share Capital** |
| | xviii. "**Postal Ballot**" means voting by post or through any electronic mode | **Postal Ballot** |
| | xix. "**Proxy**" includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll. | **Proxy** |
| | xx. "**Public Holiday**" means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice | **Public Holiday** |

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| | convening such meeting. | |
| | xxi. "**Registrar**" means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act. | **Registrar** |
| | xxii. "**Rules**" means the applicable rules as prescribed under the relevant sections of the Act for time being in force | **Rules** |
| | xxiii. "**SEBI**" means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992. | **SEBI** |
| | xxiv. "**Securities**" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956) | **Securities** |
| | xxv. "**Share**" means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied. | **Share** |
| | xxvi. "**Seal**" means the common seal of the Company. | **Seal** |
| | xxvii. "**Preference Share Capital**", with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to—<br>(*a*) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and<br>(*b*) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company; | **Preference Share Capital** |
| | Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.<br>Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.<br><br>'In writing' and 'written' includes printing, lithography and other modes of representing or reproducing words in a visible form. | |
| 2. | The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any)and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act. | **Share Capital** |
| **3.** | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting. | |
| 4. | Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine. | **Issue of Sweat Equity Shares** |
| 5. | The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or | **Issue of Debentures** |

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| | allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution. | |
| 6. | i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) days of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—<br>a. one certificate for all his shares without payment of any charges; or<br>b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first<br><br>ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;<br><br>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.<br><br>iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. | **Issue of Share Certificates** |
| 7. | If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate. | |
| 8. | Except as required by law, no person shall be recognized 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 recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. | |
| 9. | The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company. | |
| 10. | 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.<br>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.<br>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. | **Power to pay Commission in connection with the Securities issued** |
| 11. | 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 | **Variations of Shareholder's rights** |

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| | 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.<br>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question. | |
| 12. | 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 pari passu therewith. | |
| 13. | Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine | **Issue of Preference Shares** |
| 14. | (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:<br><br>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.<br>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.<br>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.<br><br>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.<br><br>(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:<br>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. | **Further Issue of shares** |
| 15. | i. The Company shall have a first and paramount lien—<br>a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and or<br>b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company.<br>c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares; | **Lien** |

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| | 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.<br><br>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. | |
| 16. | The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:<br><br>Provided that no sale shall be made—<br>a. unless a sum in respect of which the lien exists is presently payable; or<br>b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. | |
| 17. | iv. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.<br>v. The purchaser shall be registered as the holder of the shares comprised in any such transfer.<br>vi. 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. | |
| 18. | i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.<br>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale. | |
| 19. | Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-<br>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.<br>b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.<br>c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.<br><br>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.<br>e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.<br>f)<br>(i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall | **Joint Holdings** |

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| | alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.<br>(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.<br><br>g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names. | |
| 20. | 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:<br><br>Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.<br><br>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.<br><br>iii. A call may be revoked or postponed at the discretion of the Board. | **Calls on shares** |
| 21. | A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments. | |
| 22. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | |
| 23. | 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.<br>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part. | |
| 24. | 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.<br>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture<br>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | |
| 25. | The Board—<br>i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and<br>ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. | |
| 26. | 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 | |

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| | amount remaining to be called, until such amount has been duly called-up.<br><br>Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right. | |
| 27. | 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. | |
| 28. | The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company. | |
| 29. | i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.<br>ii. Each share in the Company shall be distinguished by its appropriate number.<br>iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares. | **Transfer of shares** |
| 30. | i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.<br>ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. | |
| 31. | The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956,decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-<br><br>i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or<br><br>ii. any transfer of shares on which the Company has a lien.<br><br>iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. | |
| 32. | The Board shall decline to recognize any instrument of transfer unless—<br><br>i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;<br>ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.<br>Provided that, transfer of shares in whatever lot shall not be refused.<br><br>iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),<br>iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter , then the securities will be transferred;<br>v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter. | |

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| 33. | The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay. | |
| 34. | 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.<br><br>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. | |
| 35. | The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company. | |
| 36. | The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares. | **Register of Transfers** |
| 37. | i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.<br><br>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.<br><br>b. Option for Investors:<br><br>Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.<br><br>If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security<br><br>c. Securities in Depository to be in fungible form:-<br>• All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.<br>• Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.<br><br>d. Rights of Depositories & Beneficial Owners:-<br>Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.<br><br>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. | **Dematerialisation of Securities** |

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| | f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.<br><br>ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.<br><br>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.<br><br>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.<br><br>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.<br><br>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.<br><br>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country. | |
| 38. | i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.<br>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. | **Transmission of shares** |
| 39. | 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—<br>a. to be registered himself as holder of the share; or<br>b. to make such transfer of the share as the deceased or insolvent member could have made.<br><br>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. | |
| 40. | i. If the person so becoming entitled shall elect to be registered as holder of the share | |

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| | himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.<br>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.<br>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. | |
| 41. | 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:<br><br>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. | |
| 42. | The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.<br><br>No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents. | |
| 43. | If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. | **Forfeiture of shares** |
| 44. | The notice aforesaid shall—<br>i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and<br>ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited. | |
| 45. | 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. | |
| 46. | i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.<br>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. | |
| 47. | 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.<br>ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares. | |
| 48. | 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;<br>ii. The Company may receive the consideration, if any, given for the share on any sale | |

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| | or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;<br>iii. The transferee shall thereupon be registered as the holder of the share; and<br>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. | |
| 49. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share | |
| 50. | Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person. | |
| 51. | Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. | |
| 52. | The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. | |
| 53. | 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. | |
| 54. | The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company. | |
| 55. | Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided. | **Initial payment not to preclude forfeiture** |
| 56. | The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. | **Alteration of capital** |
| 57. | Subject to the provisions of section 61, the Company may, by ordinary resolution,—<br>i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;<br>ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;<br>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;<br>iv. 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. | |
| 58. | Where shares are converted into stock,—<br>i. 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:<br>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 | **Conversion of Shares into Stock** |

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| | shares from which the stock arose.<br><br>ii. 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.<br><br>iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively. | |
| 59. | The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—<br><br>i. its share capital;<br>ii. any capital redemption reserve account; or<br>iii. Any share premium account. | **Reduction of Capital** |
| 60. | The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.<br><br>The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.<br><br>Not more than one person shall be recognized as depositor of the share warrant.<br><br>The Company shall, on two days written notice, return the deposited share warrants to the depositor.<br><br>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.<br><br>The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.<br><br>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction. | **Share Warrants** |
| 61. | i. The Company in general meeting may, upon the recommendation of the Board, resolve—<br>a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; | **Capitalisation of profits** |

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| | and<br>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.<br><br>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—<br>a. paying up any amounts for the time being unpaid on any shares held by such members respectively;<br>b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;<br>c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);<br>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;<br>e. The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation.<br>iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized. | |
| 62. | i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—<br>a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and<br>b. generally to do all acts and things required to give effect thereto.<br>ii. The Board shall have power—<br>a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and<br>b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;<br><br>iii. Any agreement made under such authority shall be effective and binding on such members. | |
| 63. | Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. | **Buy-back of shares** |
| 64. | All General Meetings other than annual general meeting shall be called extra-ordinary general meetings. | **General Meeting** |
| 65. | i. The Board may, whenever it thinks fit, call an extraordinary general meeting.<br>ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not | |

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| | less than three days 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.<br><br>iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. | |
| 66. | 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.<br>**ii.**<br>i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.<br>ii. In any other case, the quorum shall be decided as under:<br><br>a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;<br>b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; | **Proceedings at general meetings** |
| 67. | The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company. | |
| 68. | 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. | |
| 69. | 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. | |
| 70. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | |
| 71. | A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution. | |
| 72. | i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.<br>ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. | **Demand for poll** |
| 73. | i. A poll demanded on a question of adjournment shall be taken forthwith.<br>ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct. | **Time of taking poll** |
| 74. | 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.<br>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. | **Adjournment of meeting** |

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| | 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.<br>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. | |
| 75. | Subject to any rights or restrictions for the time being attached to any class or classes of shares,—<br>i. on a show of hands, every member present in person shall have one vote; and<br>ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. | **Voting rights** |
| 76. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. | |
| 77. | 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.<br>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. | |
| 78. | 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. | |
| 79. | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. | |
| 80. | Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll. | |
| 81. | 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. | |
| 82. | 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.<br>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive | |
| 83. | 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. | |
| 84. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member. | **Casting Vote** |
| 85. | A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company. | **Representation of Body Corporate** |
| 86. | The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution. | **Circulation of member's resolution** |
| 87. | The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice. | **Resolution requiring** |

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| | | **special notice** |
| 88. | The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date. | **Resolutions passed at adjourned meeting** |
| 89. | The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements. | **Registration of resolutions and agreements** |
| 90. | i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.<br>ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :<br>A. In the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.<br>B. In the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.<br>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.<br>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.<br>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.<br>F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:<br>a. the names of the Directors present at the meetings, and<br>b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.<br><br>iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:<br>a. is or could reasonably be regarded, as defamatory of any person<br>b. is irrelevant or immaterial to the proceedings; or<br>c. in detrimental to the interests of the Company.<br><br>iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause. | **Minutes of proceedings of general meeting and of Board and other meetings** |
| 91. | The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. | **Minutes to be considered to be evidence** |
| 92. | No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting. | **Publication of reports of proceeding of general meetings** |

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| 93. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. | **Proxy** |
| 94. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. | |
| 95. | 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:<br><br>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. | |
| 96. | The first directors of the Company shall be:<br>1. RAMESHBHAI DEVRAJBHAI KHICHADIA<br>2. GOPAL DEVRAJBHAI KHICHADIA | **Board of Directors** |
| 97. | The Directors need not hold any "Qualification Share(s)". | |
| 98. | Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:<br>He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.<br><br>Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors. | |
| 99. | i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.<br>ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—<br>a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or<br>b. in connection with the business of the company | |
| 100. | The Board may pay all expenses incurred in getting up and registering the company. | |
| 101. | The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register. | |

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| 102. | All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine. | |
| 103. | 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. | |
| 104. | i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.<br>ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act. | |
| 105. | Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting. | **Retirement and Rotation of Directors** |
| 106. | The remaining Directors shall be appointed in accordance with the provisions of the Act. | |
| 107. | At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. | |
| 108. | Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed. | |
| 109. | Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment. | |
| 110. | Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto. | |
| 111. | Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places. | **Nominee Director** |
| 112. | The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. | |
| 113. | The Nominee Directors so appointed shall hold the said office only so long as any money only so long as the moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct | |

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| | subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation. | |
| 114. | The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.<br>Provided that if any such Nominee Directors is an Officer of the Corporation/IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation. | |
| 115. | Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders. | |
| 116. | The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard. | **Removal of Directors** |
| 117. | Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed. | |
| 118. | On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting. | |
| 119. | Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,<br>(a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and<br>(b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:<br><br>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in | |

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| | part by the director notwithstanding that he is not a party to it. | |
| 120. | A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act. | |
| 121. | A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed. | |
| 122. | If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act:<br><br>Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors. | |
| 123. | Nothing in this section shall be taken-<br>a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contact or terms of his appointment as director, or of any other appointment terminating with that as director; or<br>b) as derogating from any power to remove a director under other provisions of this Act. | |
| 124. | Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.<br><br>In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.<br>a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or<br>b. In connection with the business of the Company. | **Remuneration and sitting fees to Directors including Managing and whole time Directors** |
| 125. | Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/-( Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to. | |
| 126. | i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.<br><br>a. The power to make calls on shareholders in respect of money unpaid on their shares;<br>b. The Power to authorize buy-back of securities under Section 68 of the Act.<br>c. Power to issue securities, including debenture, whether in or outside India<br>d. The power to borrow moneys<br>e. The power to invest the funds of the Company,<br>f. Power to Grant loans or give guarantee or provide security in respect of loans<br>g. Power to approve financial statements and the Board's Report<br>h. Power to diversify the business of the Company | **Powers and duties of Directors:**<br><br>**Certain powers to be exercised by the Board only at meeting.** |

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| | i. Power to approve amalgamation, merger or reconstruction<br>j. Power to take over a Company or acquire a controlling or substantial stake in another Company<br>k. Powers to make political contributions;<br>l. Powers to appoint or remove key managerial personnel (KMP);<br>m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;<br>n. Powers to appoint internal auditors and secretarial auditor;<br>o. Powers to take note of the disclosure of director's interest and shareholding;<br>p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;<br>q. Powers to invite or accept or renew public deposits and related matters;<br>r. Powers to review or change the terms and conditions of public deposit;<br>s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.<br>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.<br><br>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.<br><br>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.<br><br>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.<br><br>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article. | |
| 127. | i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :<br>a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;<br>b) remit, or give time for the repayment of any debt, due by a Director;<br>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;<br>d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or<br>e) contribute to *bona fide* charitable and other funds, aggregate of which ill | **Restriction on powers of Board** |

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| | in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.<br><br>ii. Nothing contained in sub-clause (a) above shall affect:<br><br>a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or<br>b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.<br><br>iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.<br><br>iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded. | |
| 128. | Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013. | |
| 129. | Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. | **General powers of the Company vested in Directors** |
| 130. | Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:<br><br>i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;<br><br>ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory; | **Specific powers given to Directors** |

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| | iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;<br><br>iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;<br><br>v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;<br><br>vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;<br><br>vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;<br><br>viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;<br><br>ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;<br><br>x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;<br><br>xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act; | |

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| | xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;<br><br>xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;<br><br>xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.<br><br>xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.<br><br>xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;<br><br>xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;<br><br>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years. | |

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| | xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.<br><br>xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.<br><br>xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company; | |
| 131. | a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon .such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.<br><br>b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.<br><br>c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government. | **MANAGING DIRECTORS**<br><br>**Power to appoint Managing or Whole-time Directors** |
| 132. | a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.<br>b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. | **Proceedings of the Board** |
| 133. | The quorum for meetings of Board/Committees shall be as provided in the Act or under | |

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| | the rules. | |
| 134. | a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.<br>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. | |
| 135. | 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. | |
| 136. | The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law. | |
| 137. | a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.<br>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting. | |
| 138. | a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.<br>b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. | **Delegation of Powers of Board to Committee** |
| 139. | a) A committee may elect a Chairperson of its meetings.<br>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting. | |
| 140. | a) A committee may meet and adjourn as it thinks fit.<br>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. | |
| 141. | 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. | |
| 142. | 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 | |
| 143. | Subject to the provisions of the Act,—<br>a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;<br>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer. | **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer** |
| 144. | A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company | |

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| | secretary or chief Financial Officer. | |
| 145. | a) The Board shall provide for the safe custody of the seal.<br>b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. | **The Seal** |
| 146. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. | **Dividends and Reserve** |
| 147. | 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. | |
| 148. | a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.<br>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. | |
| 149. | a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.<br>b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.<br>c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. | |
| 150. | 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. | |
| 151. | a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.<br>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. | |
| 152. | 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. | |
| 153. | 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. | |
| 154. | No dividend shall bear interest against the Company.<br><br>Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases; | |

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| 155. | Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.<br><br>The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. | |
| 156. | The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares. | |
| 157. | Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made. | |
| 158. | a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.<br>b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by the Company in general meeting. | **Accounts** |
| 159. | Minutes Books of General Meetings<br><br>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;<br>i. be kept at the registered office of the Company, and<br>ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.<br><br>Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.<br><br>b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof. | **Inspection of Statutory Documents of the Company** |
| 160. | a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.<br>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—<br>a. by any member or creditor without any payment of fees; or<br>b. by any other person on payment of such fees as may be prescribed,<br><br>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. | **Register of charges** |
| 161. | a) The first Auditor of the Company shall be appointed by the Board of Directors | **Audit** |

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| | within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.<br>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.<br>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.<br>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting. | |
| 162. | Subject to the provisions of Chapter XX of the Act and rules made there under—<br>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.<br>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.<br>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability. | **Winding up** |
| 163. | Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under— | **Indemnity** |
| 164. | a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the 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.<br>b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose. | **Secrecy** |

## SECTION IX – OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

**Material Contracts**

1. Issue Agreement dated June 15, 2017 between our Company, Selling Shareholders and Hem Securities Limited as Lead Manager to the Issue.
2. Agreement dated June 15, 2017 executed between our Company, Selling Shareholders and the Registrar to the Issue (Bigshare Services Pvt. Ltd.)
3. Market Making Agreement dated July 04, 2017 between our Company, Lead Manager and Market Maker.
4. Banker to the Issue Agreement dated July 04, 2017 among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated July 04, 2017 between our Company, Selling Shareholders, Lead Manager and Underwriter.
6. Share Escrow Agreement dated July 04, 2017 among our Company, the Selling Shareholder, the LM and Escrow Agent
7. Tripartite Agreement dated July 04, 2017 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated July 06, 2017 among NDSL, the Company and the Registrar to the Issue.

**Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated July 20, 2010 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
3. Fresh Certificate of Incorporation dated April 21, 2017 issued by the Registrar of Companies, Ahmedabad consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated April 29, 2017 authorizing the Fresh Issue.
5. Copy of the Board Resolution dated May 17, 2017 authorizing the Offer for Sale.
6. Copy of Shareholder's Resolution dated June 14, 2017 authorizing the Fresh Issue and Offer for Sale and other related matters.
7. Copies of the Authority letters provided by the Selling Shareholders.
8. Copies of Audited Financial Statements of our Company for the financial years ended March 31, 2017, 2016, 2015, 2014 & 2013.
9. Peer Review Auditors Report dated June 14, 2017 on Restated Financial Statements of our Company for the years ended March 31, 2017, 2016, 2015, 2014 & 2013.
10. Copy of the Statement of Tax Benefits dated June 14, 2017 from the Statutory Auditor.
11. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, as referred to, in their respective capacities.
12. Copy of Certificate from the Peer Review Auditors of our Company dated June 14, 2017 regarding the Eligibility of the Issue.
13. Board Resolution dated June 16, 2017 for approval of Draft Prospectus and Board Resolution dated July 13, 2017 for approval of Prospectus
14. Due Diligence Certificate from Lead Manager dated June 16, 2017 filed with BSE and dated July 13, 2017 filed with SEBI.
15. Approval from BSE vide letter dated July 12, 2017 to use the name of BSE in the Prospectus for listing of Equity Shares on the SME Platform of the BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Rameshbhai Devrajbhai Khichadia**

**Place: Rajkot**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Sangeetaben Rameshbhai Khichadia**

**Place: Rajkot**

**Date: 13.07.2017**

## DECLARATION

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Ritesh Rameshbhai Khichadia**

**Place: Rajkot**

**Date: 13.07.2017**

## DECLARATION

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Kanji Mohanbhai Pansuria**

**Place: Raydi**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Kaushikbhai Vashrambhai Mori**

**Place: Rajkot**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Vaghajibhai Govabhai Bhalu**

**Place: Jetpur**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Rashmita S Bhalu**

**Place: Rajkot**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Dipak Durlabhbhai Bhut**

**Place: Rajkot**

**Date: 13.07.2017**

**DECLARATION**

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Sonalben S Bhut**

**Place: Rajkot**

**Date: 13.07.2017**

## DECLARATION

I, the person mentioned herein below, as the Selling Shareholder, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. I further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE SELLING SHAREHOLDER**:

**Sd/-**

_____ **Mr. Dharmeshbhai B. Dadhaniya**

**Place: Gondal**

**Date: 13.07.2017**

## DECLARATION

We, the persons mentioned herein below, as Directors or otherwise, as mentioned, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY:**

**Sd/-**
_____

**Mr. Anibhai Vasantbhai Bhalu**
*Managing Director*
*DIN: 03159038*

**Sd/-**
_____

**Mr. Shailesh Karshanbhai Bhut**
*Whole- Time Director*
*DIN: 03324485*

**Sd/-**
_____

**Mr. Rameshbhai Devrajbhai Khichadia**
*Chairman & Non Executive Director*
*DIN: 00087859*

**Sd/-**
_____

**Mr. Gopal Devrajbhai Khichadia**
*Non Executive Director*
*DIN: 00127947*

**Sd/-**
_____

**Mr. Jentilal Popatbhai Godhat**
*Additional Independent Director*
*DIN: 07869033*

**Sd/-**
_____

**Mrs. Pravinaben M Paghadal**
*Additional Independent Director*
*DIN: 07868968*

**SIGNED BY THE COMPANY SECRETARY & CHIEF FINANCIAL OFFICER OF OUR COMPANY:-**

**Sd/-**
_____

**Mr. Ankur Pradumanbhai Makwana**
*Company Secretary& Compliance officer*

**Sd/-**
_____

**Mr. Prashant Bhupatbhai Bhatti**
*Chief Financial Officer*

**Place: Rajkot**

**Date: 13.07.2017**